

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° 802

4 avril 2013

SOMMAIRE

AAM International S.à r.l.	38474	Cardea International Fund S.C.A., SICAV-SIF	38495
AAM Luxembourg S.à r.l.	38474	C&D - Associés S.à r.l.	38494
Action Line S.A.	38478	Cialo Ru S.A.	38495
Aérienne S.A.	38478	CN Holdings Luxembourg S.à r.l.	38495
Airtech G.m.b.H.	38478	Constellation III German Asset Light S.C.A., SICAV-FIS	38461
Aktua Asset Acquisition, S.à r.l.	38473	Crown Packaging Lux II S.à r.l.	38494
Alleva Freres S.A.	38478	Crown Packaging Lux I S.à r.l.	38493
Alleva Freres S.A.	38478	D&S Asia Green Property Fund II, S.A. SIF-SICAV	38484
Allseeds S.A.	38473	Duva SPF S.A.	38495
APPIA Global Infrastructure Portfolio SCA, SICAV-FIS	38479	Fondation pour l'accès au logement	38451
Arbre et Compagnie S.A.	38479	Goplan Services	38474
Arca S.à r.l.	38479	"HIBAG G.m.b.H" oder "HIBAG S.à r.l."	38473
ArcelorMittal Wire Drawing Asia	38473	Ide S.à r.l.	38479
Aros II Holding S.à r.l.	38474	Lapithus Servicing S.à r.l.	38450
Atreides SPF, S.A.	38482	Luxhotels S.A.	38457
Autonomy S.à r.l.	38482	LuxRaceTech S.à r.l.	38473
Azur Investments Holding S.A.	38482	Marth Invest S.à r.l.	38496
Baden Capital S.A.	38483	Northern Seas Charter S.A.	38450
BCG Holding Group S.C.S.	38483	O'Key Group S.A.	38458
Bellanima Bar Sàrl	38483	Online-Finance	38458
Bellanima Bar Sàrl	38484	Outback S.A.	38450
Bellefontaine Investments S.A.	38483	PERMIRA Luxembourg S.à r.l.	38458
Bihain Sàrl	38484	SR Property Investments S.A.	38459
Black Woods A.G.	38484	TI Expansion S.A.	38459
Bonnier Luxembourg Sàrl	38482	TI Expansion S.A.	38459
Bonnier Treasury S.A.	38483	Turnbridge Holdings S.A.	38460
Bridgepoint Europe III Investments S.à r.l.	38494	Zeus Aviation Services Investments S.à r.l.	38460
BSC Luxembourg S.A.	38494		
Camoplast Solideal Holding S.A.	38494		
Canepa Green Energy	38495		

Lapithus Servicing S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.501,00.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 153.177.

Extrait des résolutions de l'associé unique en date du 18 février 2013

En date du 18 février 2013, l'associé unique a décidé comme suit:

- d'accepter la démission de:

* Madame Virginia Darrow de sa fonction de Gérant de Classe A et ce avec effet immédiat;

- d'accepter les nominations de:

* Monsieur Philippe Lerasle, né le 30 mai 1964 à Paris, France, ayant son adresse professionnelle à Hasilwood House, 60 Bishopsgate, Londres EC2N 4AW, Royaume-Uni, en qualité de Gérant de classe A de la Société et ce avec effet immédiat et pour une durée indéterminée.

* Monsieur Warren Justice, né le 2 juillet 1966 à Epsom, Royaume-Uni, ayant son adresse professionnelle à Hasilwood House, 60 Bishopsgate, Londres EC2N 4AW, Royaume-Uni, en qualité de Gérant de classe A de la Société et ce avec effet immédiat et pour une durée indéterminée.

Luxembourg, le 20 février 2013.

Pour extrait analytique conforme

Patrick Mabry

Gérant de classe A

Référence de publication: 2013026915/23.

(130032219) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

Northern Seas Charter S.A., Société Anonyme.

R.C.S. Luxembourg B 86.524.

Par la présente, je vous informe de ma démission en tant qu'Administrateur de la société de droit luxembourgeois Northern Seas Charter S.A., enregistrée au registre de commerce du Grand-Duché de Luxembourg, sous le numéro B 86.524 avec effet au 4 juin 2012.

Luxembourg, le 4 juin 2012.

Filip DE WILDE.

Référence de publication: 2013026920/10.

(130032079) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

Outback S.A., Société Anonyme.

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

R.C.S. Luxembourg B 143.344.

Par décision de l'assemblée générale ordinaire tenue extraordinairement le 13 février 2013, Monsieur Johan PREAU, 19, avenue Rimbaud, Marseille, F-13009 FRANCE a été nommé administrateur unique en remplacement des administrateurs démissionnaires KOFFOUR S.A., société anonyme, représentée par Monsieur Guy BAUMANN, représentant permanent, LANNAGE S.A., société anonyme, représentée par Monsieur Yves BIEWER représentant permanent et VALON S.A., société anonyme, représentée par Monsieur Cédric JAUQUET représentant permanent. Son mandat s'achèvera à l'issue de l'assemblée générale ordinaire de l'an 2014.

Luxembourg, le 20 FEV. 2013.

Pour: OUTBACK S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Cindy Szabo / Ana-Paula Duarte

Référence de publication: 2013026924/19.

(130032217) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

FAL, Fondation pour l'accès au logement, Fondation.

Siège social: L-1713 Luxembourg, 202B, rue de Hamm.

R.C.S. Luxembourg G 201.

—
Comptes annuels au 31 décembre 2010

Généralités

La FONDATION POUR L'ACCES AU LOGEMENT, en abrégé la FAL, a été constituée pour une durée illimitée le 3 février 2009 par acte authentique par devant Maître Alex Weber, Notaire à Bascharage. Reconnue d'utilité publique, ses statuts ont été approuvés par arrêté grand-ducal du 9 mars 2009 et publiés au Mémorial le 10 avril 2009.

La Fondation a pour objet de promouvoir et de réaliser l'accès au logement des personnes défavorisées. A cet effet, une agence immobilière sociale (AIS) a été créée. Elle s'occupe de la gestion de logements propres ou sur mandat d'un propriétaire-bailleur public ou privé. Ces logements sont destinés à toute personne exposée à la précarité, la pauvreté et/ou l'exclusion sociale.

Les services et activités de la FAL sont offerts à toute personne indépendamment de sa nationalité, de son origine ethnique, de son sexe, de sa confession ou encore de son opinion politique.

Le siège social de la Fondation est établi à L-1713 Luxembourg, 202B, rue de Hamm.

La Fondation est inscrite au Registre de Commerce et des Sociétés sous le numéro d'immatriculation G 201.

L'exercice social commence le 1^{er} janvier pour se terminer le 31 décembre. Par exception, le premier exercice a commencé lors de la constitution, le 3 février 2009, pour se terminer le 31 décembre 2009.

Les comptes de la Fondation sont audités par Grant Thornton Lux Audit S.A., Réviseur d'Entreprises Agréé, à Capellen.

*Rapport du réviseur d'entreprises agréé**Rapport sur les comptes annuels*

Conformément au mandat donné par le Conseil d'Administration, nous avons effectué l'audit des comptes annuels ci joints de la FONDATION POUR L'ACCES AU LOGEMENT comprenant le bilan au 31 décembre 2010 ainsi que le compte de profits et pertes pour l'exercice clos à cette date, et un résumé des principales méthodes comptables et d'autres notes explicatives.

Responsabilité du Conseil d'Administration dans l'établissement et la présentation des comptes annuels

Le Conseil d'Administration est responsable de l'établissement et de la présentation sincère de ces comptes annuels, conformément aux obligations légales et réglementaires relatives à l'établissement et la présentation des comptes annuels en vigueur au Luxembourg ainsi que d'un contrôle interne qu'il juge nécessaire pour permettre l'établissement de comptes annuels ne comportant pas d'anomalies significatives, que celles-ci proviennent de fraudes ou résultent d'erreurs.

Responsabilité du Réviseur d'Entreprises Agréé

Notre responsabilité est d'exprimer une opinion sur ces comptes annuels sur la base de notre audit. Nous avons effectué notre audit selon les Normes Internationales d'Audit telles qu'adoptées pour le Luxembourg par la Commission de Surveillance du Secteur Financier. Ces normes requièrent de notre part de nous conformer aux règles d'éthique et de planifier et de réaliser l'audit pour obtenir une assurance raisonnable que les comptes annuels ne comportent pas d'anomalies significatives.

Un audit implique la mise en oeuvre de procédures en vue de recueillir des éléments probants concernant les montants et les informations fournis dans les comptes annuels. Le choix des procédures relève du jugement du Réviseur d'Entreprises Agréé, de même que l'évaluation des risques que les comptes annuels contiennent des anomalies significatives, que celles-ci proviennent de fraudes ou résultent d'erreurs. En procédant à cette évaluation, le Réviseur d'Entreprises Agréé prend en compte le contrôle interne en vigueur dans l'entité relatif à l'établissement et la présentation sincère des comptes annuels afin de définir des procédures d'audit appropriées en la circonstance, et non dans le but d'exprimer une opinion sur le fonctionnement efficace du contrôle interne de l'entité.

Un audit comporte également l'appréciation du caractère approprié des méthodes comptables retenues et le caractère raisonnable des estimations comptables faites par le Conseil d'Administration de même que l'appréciation de la présentation d'ensemble des comptes annuels.

Nous estimons que les éléments probants recueillis sont suffisants et appropriés pour fonder notre opinion.

Opinion

A notre avis, les comptes annuels donnent une image fidèle du patrimoine et de la situation financière de la FONDATION POUR L'ACCES AU LOGEMENT au 31 décembre 2010, ainsi que des résultats pour l'exercice clos à cette date, conformément aux obligations légales et réglementaires relatives à l'établissement et la présentation des comptes annuels en vigueur au Luxembourg.

Luxembourg le 11 octobre 2012.
Grant Thornton Lux Audit S.A.
Thierry REMACLE
Réviseur d'Entreprises Agréé

Principes, Règles et Méthodes comptables

La comptabilité de la Fondation est tenue en EUR et les comptes annuels sont exprimés dans cette devise. Ils ont été préparés en concordance avec les principes comptables généralement admis au Luxembourg (LuxGAAP) conformément aux dispositions légales et réglementaires en vigueur. Les politiques comptables et les principes d'évaluation sont, en dehors des règles imposées par la loi, déterminés et mis en place par le Conseil d'Administration.

Les règles d'évaluation utilisées sont les suivantes:

- Les transactions effectuées dans une devise autre que l'euro durant l'exercice sont enregistrées au cours du jour de la transaction. Pour les créances et les dettes, les bénéfices de change réalisés et les pertes de change réalisées ou non-réalisées à la clôture des comptes sont enregistrées au Compte de Profits et Pertes aux cours de change en vigueur à la date de clôture. Pour les avoirs en banque, tant les bénéfices réalisés que les pertes de change réalisées ou non réalisées à la date de clôture des comptes sont enregistrés au Compte de Profits et Pertes. Les autres éléments sont tenus au cours de change historique.
- Les immobilisations incorporelles et corporelles sont portées à l'actif du bilan à leur coût d'acquisition ou, lors d'un apport, d'un don ou d'un legs en nature, à leur valeur d'expertise ou d'estimation. Ces montants sont diminués des corrections de valeur calculées de façon linéaire sur base de la durée de vie estimée des immobilisations. Des corrections de valeur supplémentaires sont comptabilisées lorsque les immobilisations ne peuvent plus être utilisées par la Fondation.
- Les immobilisations financières sont portées à l'actif à leur prix d'acquisition. Des corrections de valeur sont actées si des moins-values sont constatées.
- Les créances envers les clients sont indiquées à leur valeur nominale. Les créances envers les clients douteux sont indiquées dans un compte distinct. Une correction de valeur tient compte des risques éventuels de non-recouvrement.
- Les dettes sont inscrites au bilan à leur valeur nominale.
- Les subventions reçues de l'Etat pour l'acquisition d'immobilisations sont portées au passif du bilan pour leur valeur initiale et les amortissements vont de pair avec ceux pratiqués pour les immobilisations corporelles.

Bilan

Bilan au 31 décembre 2010

ACTIF

	2010	2009
A Frais d'établissement	-	-
B Actif immobilisé	161 900,92	151 417,87
I immobilisations incorporelles	[1] 4 331,78	-
II Immobilisations corporelles	[2] 157 569,14	151 417,87
III immobilisations financières	-	-
C Actif circulant	86 719,62	32 051,33
I Stocks	-	-
II Créances supérieures à 1 an	-	-
III Créances à 1 an au plus	[3] 72 112,01	22 070,04
IV Valeurs mobilières	-	-
V Avoirs en banque, en caisse	[4] 14 607,61	9 981,29
D Comptes de régularisation	-	3 256,80
Total Actif	248 620,54	186 726,00
PASSIF	2010	2009
A Fonds / Fonds associatifs et réserves	179 749,07	155 106,03
I Fonds / Fonds associatifs	[5] 146 051,42	146 051,42
II Fonds affectés assortis de conditions	-	-
III Fonds dédiés	-	-
IV Réserves	-	-
1 Réserves statutaires	-	-
2 Réserves conventionnelles	-	-
3 Autres réserves	-	-
V Résultat reporté (B+) (P-)	-4 381,74	-
VI Résultat de l'exercice	[6] 10 774,76	-4 381,74

VII Subv. d'investissements et d'équipement	[7]	27 304,63	13 436,35
B Provisions		-	-
C Dettes		68 871,47	31 619,97
I Dettes à plus d'un an		-	-
1 Au près d'établissements de crédit		-	-
2 Autres dettes supérieures à 1 an		-	-
II Dettes à un an au plus		68 871,47	31 619,97
1 Au près d'établissements de crédit		-	-
2 Autres dettes à 1 an au plus	[8]	68 871,47	31 619,97
D Comptes de régularisation		-	-
Total Passif		248 620,54	186 726,00

Compte de Profits et Pertes
Compte de profits et Pertes au 31 décembre 2010

CHARGES		2010	2009
1 Réd. stocks PF + encours fabrication		-	-
2.a Cons.MP, consomm. et marchandises		-	-
2.b Autres charges externes		320 586,80	41 066,79
3 Frais de personnel	[9]	190 166,26	69 368,30
a) Salaires et traitements		168 916,20	61 469,15
b) Charges sociales		21 250,06	7 899,15
c) Pensions complémentaires		-	-
d) Autres charges sociales		-	-
4.a Corr. val. s/fr.établ. + imm.corp./incorp.	[10]	8 444,57	3 350,75
4.b Corr. val. s/actif circulant		-	-
5 Autres charges d'exploitation	[11]	21 503,27	128,98
6 Corr.val.s/immob.fin.et VMP		-	-
7 Charges financières		166,80	125,00
a) Intérêts et charges assimilées		-	-
b) Autres charges financières	[12]	166,80	125,00
8		-	-
9		-	-
10 Charges exceptionnelles		-	781,37
11 Impôts sur le résultat		-	-
12 Autres impôts	[13]	181,60	-
13 Bénéfice de l'exercice		10 774,76	-
TOTAL CHARGES		551 824,06	114 821,19
PRODUITS		2010	2009
1 Chiffres d'affaires	[14]	291 096,33	5 887,85
2 Augm.stock PF + en cours fabrication		-	-
3 Travaux effectués par fondation pour elle-même		-	-
4 Cotisations, dons, legs et subsides		-	445,00
a) Cotisations		-	-
b) Dons		-	445,00
c) Legs		-	-
d) Autres produits de la générosité du public		-	-
5 Subventions d'exploitation		255 576,93	103 792,66
a) Subventions des Ministères	[15]	255 576,93	103 792,66
b) Subventions d'autres collectivités publiques		-	-
c) Subventions sur exercices antérieurs		-	-
d) Autres subventions d'exploitation		-	-
6 Autres produits d'exploitation		-	-
7 Produits financiers VMP et de créances		-	-
a) Sur actif immobilisé		-	-
b) Autres produits		-	-

8 Autres intérêts et produits assimilés	91,46	33,09
9 Corrections de val. des subv. de l'actif immob. [7]	5 059,34	280,85
10 Produits exceptionnels	-	-
11 Perte de l'exercice	-	4 381,74
TOTAL PRODUITS	551 824,06	114 821,19

Annexe Notes relatives au Bilan

[1]. Immobilisations incorporelles. Le coût d'acquisition de la licence du logiciel comptable, portée en charges sur 2009, a été repris et porté à l'actif du bilan sur l'exercice 2010.

Le taux et le mode d'amortissement appliqué sont les suivants:

	Taux d'amortissement	Mode d'amortissement
Licences	20.00%	Linéaire

Les mouvements de l'exercice se présentent comme suit:

	Frais de recherche et de développement	Concessions, brevets, licences, marques, droits et val. similaires	Total
Valeurs brutes au début de l'exercice	-	-	-
Entrées au cours de l'exercice	-	5 470,94	5 470,94
Sorties au cours de l'exercice	-	-	-
Valeurs brutes à la fin de l'exercice	-	5 470,94	5 470,94
Corrections de valeur au début de l'exercice	-	-	-
Dotations de l'exercice	-	-1 139,16	-1 139,16
Reprises de l'exercice	-	-	-
Transferts de l'exercice	-	-	-
Corrections de valeur à la fin de l'exercice	-	-1 139,16	-1 139,16
Valeurs nettes à la fin de l'exercice	-	4 331,78	4 331,78
Valeurs nettes à la fin de l'exercice de la période précédente	-	-	-

[2]. Immobilisations corporelles. Au moment de sa constitution, la Fondation a reçu de la part de l'asbl Wunnengshëllef un immeuble sis à Rodange, 57, rue Joseph Philippart. La base d'amortissement de la construction est constituée par le prix d'acquisition diminué de la quote-part relative au terrain estimée à 20%. La valeur d'acquisition a été évaluée au coût d'acquisition que l'asbl Wunnengshëllef a payé lors de son acquisition en plusieurs lots de 1991 à 1994.

Au cours de l'exercice 2010, du mobilier de bureau ainsi que du matériel informatique ont été acquis pour les besoins administratifs. Les services techniques se sont équipés d'un agencement d'atelier et d'outillages divers. Une remorque a également été acquise.

Les taux et modes d'amortissement appliqués sont les suivants:

	Taux d'amortissement	Mode d'amortissement
Constructions	3,00%	Linéaire
Mobilier	20,00%	Linéaire
Matériel roulant	20,00%	Linéaire
Outillage	33,33%	Linéaire
Matériel informatique	33,33%	Linéaire

Les mouvements de l'exercice se présentent comme suit:

	Terrains et constructions	Autres installations, outillage et mobilier	Acomptes versés et immobilisations corporelles en cours	Total
Valeurs brutes au début de l'exercice	141 051,42	13 717,20	-	154 768,62
Entrées au cours de l'exercice	-	13 456,68	-	13 456,68
Sorties au cours de l'exercice	-	-	-	-
Valeurs brutes à la fin de l'exercice	141 051,42	27 173,88	-	166 225,30
Corrections de valeur au début de l'exercice	-3 069,90	-280,85	-	-3 350,75

Dotations de l'exercice	-3 385,23	-3 920,18	- -7 305,41
Reprises de l'exercice	-	-	- -
Transferts de l'exercice	-	-	- -
Corrections de valeur à la fin de l'exercice	-6 455,13	-4 201,03	- -10 656,16
Valeurs nettes à la fin de l'exercice	134 596,29	22 972,85	- 157 569,14
Valeurs nettes à la fin de l'exercice de la période précédente	137 981,52	13 436,35	- 151 417,87

[3]. Créances. Les créances à un an au plus se composent des montants suivants:

	N	N-1
Créances à un an au plus		
Clients / Bénéficiaires	9 981,76	277,00
Cautions versées	200,00	0,00
Factures à établir	17 503,78	167,26
MIFA subventions à recevoir	31 398,31	10 485,70
MILOG subventions à recevoir	11 804,03	3 496,50
MILOG - Régularisation exerc. antérieurs	1 082,63	0,00
Fournisseurs débiteurs	141,50	7 643,58
Total	72 112,01	22 070,04

Les postes principaux concernent d'une part les subsides à recevoir du Ministère de la Famille et de l'Intégration pour un montant de 31 398,31 € et du Ministère du Logement pour 11 804,03 €; d'autre part, les postes «Clients / Bénéficiaires» et «Factures à établir» cumulent un montant de 27 485,54 €.

Un propriétaire-bailleur a chargé la FAL de réaliser des travaux d'aménagement dans son immeuble et a avancé une provision de 20 000,00 €; de cette somme, un montant de 14 179,40 € a déjà été investi au cours de l'exercice 2010 qui lui sera facturé lors du décompte final.

[4]. Avoirs en banque, en caisse. Le montant des liquidités représente l'avoir en banque de la Fondation à la clôture de l'exercice.

[5]. Fonds / Fonds associatifs. Les fonds associatifs correspondent aux moyens versés en espèces par l'asbl European Anti Poverty Network «EAPN Lëtzebuerg» lors de la constitution de la Fondation et à la valeur de l'immeuble sis à Rodange, 57, rue Joseph Philippart reçu lors la création de la Fondation.

Les fonds associatifs se décomposent comme suit:

	Lors de la constitution
Fonds / Fonds Associatifs	
Apport cash	5 000,00
Valeur immeuble sis à Rodange	141 051,42
Total	146 051,42

[6]. Réserves et Résultat. Le résultat de l'exercice présente un bénéfice de 10 774,76 € généré essentiellement par les revenus locatifs de l'immeuble de Rodange. Les mouvements de la période se présentent comme suit:

	Réserves conventionn.	Autres réserves	Résultats reportés	Résultat de l'exercice
A la date de clôture N-1	-	-	-	-4 381,74
Résultat de l'exercice	-	-	-	10 774,76
Affectation du résultat	-	-	-4 381,74	4 381,74
Total	-	-	-4 381,74	10 774,76

[7]. Subventions d'investissements et d'équipement. Des subventions d'équipement reçues en 2009 du Ministère de la Famille ont permis l'acquisition d'un premier matériel pour permettre à la Fondation de remplir sa mission. Ces subventions ont été défalquées du compte de résultat et portées au passif du bilan. Elles s'amortissent parallèlement à l'équipement acquis. La charge d'amortissement est compensée par la réintégration des montants au compte de profits et pertes.

D'autres acquisitions réalisées en 2009 et 2010, financées par le budget courant, suivent le même principe.

Les mouvements de l'exercice se présentent comme suit:

	Subventions d'investiss. et d'équipement	Correction de valeur de l'exercice	Corrections de valeur des périodes précédentes	Total
Ministère de la Famille	32 644,82	-5 059,34	-280,85	27 304,63

[8]. Dettes. La durée résiduelle des postes de la rubrique «Dettes» se présente comme suit:

	A un an au plus	De un à cinq ans	A plus de cinq ans	Total (N)	Total (N-1)
Dettes envers des établissements de crédit	-	-	-	-	-
Acomptes et avances reçus	13 803,67	-	-	13 803,67	10 214,30
Dettes sur achats et prestations de services	46 872,88	-	-	46 872,88	16 429,07
Dettes fiscales et dettes au titre de la sécurité sociale	6 879,41	-	-	6 879,41	4 976,60
Autres dettes	1 315,51	-	-	1 315,51	-
Total	68 871,47	-	-	68 871,47	31 619,97

Le poste «Dettes sur achats et prestations de services» comprend une avance de 20 000,00 € reçue d'un propriétaire-bailleur pour l'exécution de travaux d'aménagement dans son immeuble.

Notes relatives au Compte de Profits et Pertes

[9]. Personnel. La Fondation a employé 3 personnes à temps plein et en moyenne au cours de l'exercice répartie de la manière suivante:

	N	N-1
Employés	2,00	0,91
Ouvriers	1,00	-
Autres (à spécifier)	-	-
Total	3,00	0,91

[10]. Corrections de valeurs sur les immobilisations. Les corrections de valeurs de l'exercice se répartissent comme suit:

	Immobilisations incorporelles	Terrains et constructions	Autres installations, outillage et mobilier	Total
Dotations de l'exercice	1 139,16	3 385,23	3 920,18	8 444,57
Reprises de l'exercice	-	-	-	-
Transferts de l'exercice	-	-	-	-
Corrections de valeur à la fin de l'exercice	1 139,16	3 385,23	3 920,18	8 444,57

[11]. Autres charges d'exploitation.

	N	N-1
Electricité Logements à refacturer	796,66	-
Autres achats destinés à la revente	91,08	-
Entretiens et réparations sur logements	20 615,53	19,98
Secours financier - Aide frais ménage	-	109,00
Total	21 503,27	128,98

Le poste «Entretiens et réparations sur Logements» a été affecté par des travaux de réhabilitation conséquents effectués sur un immeuble à logements multiples. Le coût de ces aménagements a été pris en charge sur l'exercice et sera refacturé au propriétaire lorsque tous les agencements seront réalisés, sur l'exercice 2011.

[12]. Autres charges financières. Les autres charges financières représentent principalement les commissions payées à la banque pour ses prestations ainsi que les frais de compte chargés sur les opérations courantes comme les virements.

[13]. Autres impôts. Les autres impôts reprennent les taxes sur véhicule, taxes de chancellerie ainsi que les charges relatives à l'impôt foncier du patrimoine situé à Rodange.

[14]. Montant du chiffre d'affaires. Le chiffre d'affaires se ventile comme suit:

	N	N-1
Charges refacturées	21 595,56	-
Contribution financière des usagers	236 605,50	5 089,10
Contribution charges locatives des usagers	32 895,27	631,49
Ass. Risques locatifs - Rembt des bénéf	-	167,26
Total	291 096,33	5 887,85

Le poste «Contribution financière des usagers» représente l'indemnité d'occupation que doivent régler les bénéficiaires pour disposer de leur logement; le poste «Contribution charges locatives des usagers» se rapporte aux provisions pour charges locatives réclamées aux bénéficiaires.

[15]. Subventions d'exploitation des Ministères. Les subventions d'exploitation des Ministères concernant l'exercice se répartissent de la façon suivante:

	Ministère de la famille et de l'intégration	Ministère du Logement	Total (N)	Total (N-1) Total
Subventions reçues	210 183,24	1 108,72	211 291,96	110 088,05
Subventions à recevoir	31 398,31	11 804,03	43 202,34	3 496,50
Subventions à rembourser	-	-	-	-9 791,89
Régularisation des exercices antérieurs	-	1 082,63	1 082,63	-
Total subventions des Ministères	241 581,55	13 995,38	255 576,93	103 792,66

Engagements hors bilan

- Au 31 décembre 2010, l'engagement cumulé envers les bailleurs concernant les contrats de bail jusqu'à leur échéance pour les logements de l'Agence Immobilière Sociale est estimé à 1 360 000.00 € environ.

- Au cours de l'exercice, un contrat de crédit-bail a été contracté pour une camionnette destinée au service technique de l'Agence Immobilière Sociale. Il s'étend sur une durée de 24 mois. Au 31 décembre 2010, 15 mensualités de 584,79 € TTC restent à honorer.

- Il existe un contrat d'ouverture de crédit en compte courant d'avances jusqu'à concurrence de la somme de cent mille euros (100 000 EUR) avec la Banque et Caisse d'Epargne de l'Etat en date du 15 juin 2011.

Il existe un engagement de céder à la banque les participations financières périodiques de l'Etat luxembourgeois aux frais de fonctionnement de la Fondation, due en vertu des conventions et avenants entre la Fondation et le Ministère de la Famille et de l'Intégration ainsi qu'avec le Ministère des Classes Moyennes, du Tourisme et du Logement.

BUDGET 2011

BUDGET PREVISIONNEL 2011

Charges	617 000,00	Produits	500 000,00
Frais de personnel	248 000,00	subventions d'exploitation	390 000,00
Autres charges externes	21 000,00	Correct. Val. Subv. actif imm.	8 000,00
Corrections de valeurs	12 000,00		
	898 000,00		898 000,00

Référence de publication: 2013022884/357.

(130027392) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 février 2013.

Luxhotels S.A., Société Anonyme.

Siège social: L-2538 Luxembourg, 1, rue Nicolas Simmer.

R.C.S. Luxembourg B 143.915.

Extrait du procès-verbal de la réunion de l'Assemblée Générale Extraordinaire des Actionnaires réunie au siège social à Luxembourg, le 8 Février 2013 à 10.00 heures.

Acceptation des démissions de Madame Elise Lethuillier, Monsieur Karl Guénard et Monsieur Reinald Loutsch de leur mandat d'Administrateurs en date du 8 février 2013 et également la démission de la société "Fiduciaire Lereboullet & Simmer S.A." de son mandat de Commissaire aux Comptes en date du 8 février 2013.

Nomination, en remplacement des Administrateurs démissionnaires, de Monsieur EDMOND Charles, demeurant professionnellement au 1 rue Nicolas Simmer, L-2538 Luxembourg.

Nomination, en remplacement du Commissaire aux Comptes démissionnaire, la société TAX CONSULT S.A, 1 rue Nicolas Simmer, L-2538 LUXEMBOURG.

Le mandat des Administrateurs et du Commissaire aux Comptes prendra fin à l'Assemblée Générale Ordinaire statuant sur les comptes de l'exercice 2012.

Transfert du siège social de la société du 16 Boulevard Emmanuel Servais, L-2535 Luxembourg au 1 rue Nicolas Simmer, L-2538 Luxembourg.

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

Luxembourg, le 8 Février 2013.

Signature

Un Mandataire

Référence de publication: 2013026918/24.

(130032236) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

O'Key Group S.A., Société Anonyme.

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

R.C.S. Luxembourg B 80.533.

EXTRAIT

Il résulte des résolutions des actionnaires de la Société prises en date du 13 juin 2012, que:

- le mandat de KPMG Audit en qualité de réviseur d'entreprises agréé de la Société a pris fin à compter du 13 juin 2012; et

- les actionnaires de la Société ont décidé nommé KPMG Luxembourg, une société à responsabilité limitée ayant son siège social au 9, Allée Scheffer, L-2520 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 149133, en qualité de réviseur d'entreprises agréé de la Société à compter du 13 juin 2012 et ce jusqu'à l'assemblée générale annuelle qui se tiendra en 2014 et approuvant les comptes pour l'année sociale se terminant le 31 décembre 2013.

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

Luxembourg, le 8 février 2013.

Pour la société

Heigo Kera / Mykola Buinycky

Président du conseil d'administration / Administrateur

Référence de publication: 2013026921/21.

(130032294) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

Online-Finance, Société à responsabilité limitée.

Siège social: L-2550 Luxembourg, 14, avenue du X Septembre.

R.C.S. Luxembourg B 57.306.

Extrait des résolutions des associés de la société à responsabilité limitée de droit luxembourgeois Online-Finance S.à r.l. prises en date du 15 décembre 2012

Les associés, décident de nommer M. Paul Retter, ayant son adresse professionnelle au 14, avenue du X Septembre L-2250 Luxembourg, pour une durée indéterminée, aux fonctions de gérant de la société, à partir du 1^{er} janvier 2013, en remplacement de Mme Simone Retter, démissionnaire.

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

Luxembourg, le 18 février 2013.

Pour la société

Me Simone Retter

Référence de publication: 2013026922/16.

(130032288) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

PERMIRA Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-1940 Luxembourg, 282, route de Longwy.

R.C.S. Luxembourg B 97.180.

Extrait de la résolution prise par l'associé unique de la Société le 13 février 2013

Il résulte de la résolution prise par l'associé unique de la Société le 13 février 2013 que:

- L'associé unique a accepté la démission de Monsieur Ian Sellars en tant que gérant de la Société, avec effet immédiat;

- L'associé unique a nommé Monsieur Ulrich Gasse, né le 19 avril 1973 à Gengenbach, Allemagne, ayant son adresse professionnelle au 33 Bockenheimer Landstraße, D-60325 Frankfurt, Allemagne, en tant que gérant de la Société, avec effet immédiat et pour une durée indéterminée.

Il en résulte qu'à compter du 13 février 2013, le conseil de gérance de la Société est composé comme suit:

- Séverine Michel

- Federico Saruggia

- Ulrich Gasse

Séverine Michel
Gérante

Référence de publication: 2013026926/19.

(130032284) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

SR Property Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 129.804.

Par décision de l'assemblée générale ordinaire tenue extraordinairement le 23 janvier 2013, Monsieur Geoffrey HUP-KENS, 42, rue de la Vallée, L-2661 Luxembourg, a été nommé avec effet rétroactif au 05 décembre 2013, administrateur au Conseil d'Administration en remplacement de l'Administrateur démissionnaire Monsieur Olivier LECLIPTEUR. Son mandat s'achèvera à l'issue de l'assemblée générale annuelle de l'an 2018.

Luxembourg, le 14 FEV. 2013.

Pour: SR PROPERTY INVESTMENTS S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Cindy Szabo / Lucile Wernert

Référence de publication: 2013026927/17.

(130032207) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

TI Expansion S.A., Société Anonyme.

Siège social: L-1425 Luxembourg, 3, rue du Fort Dumoulin.

R.C.S. Luxembourg B 127.506.

Extrait du Procès verbal du Conseil d'Administration tenu à Luxembourg en Date du 28 juin 2012

Après délibération, le Conseil d'Administration a pris les résolutions suivantes:

Première Résolution

Le Conseil d'Administration décide de nommer Monsieur Denis Pradon en tant que Président du Conseil d'Administration.

Deuxième Résolution

Le Conseil d'Administration décide de déléguer la gestion journalière de la Société, conformément à l'article 60 de la loi du 10 août 1915 sur les sociétés commerciales, à Monsieur Denis Pradon, qui sera désormais Administrateur - Délégué de la Société. Le mandat de Monsieur Denis Pradon en tant qu'Administrateur - Délégué

Plus rien n'étant à l'ordre du jour, et personne ne demandant la parole, la séance est levée à 15h00 heures.

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

Pour TI Expansion SA

Denis Pradon

Le président

Référence de publication: 2013026930/21.

(130032167) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

TI Expansion S.A., Société Anonyme.

Siège social: L-1425 Luxembourg, 3, rue du Fort Dumoulin.

R.C.S. Luxembourg B 127.506.

Extrait du procès-verbal de l'assemblée générale ordinaire du 28 juin 2012

Septième résolution

L'Assemblée Générale décide de procéder à la nomination de cinq administrateurs avec effet immédiat au 28 juin 2012. Sont nommés administrateurs:

1 François IV Holding, société par actions simplifiées dont le siège social est situé 148, rue de l'Université, 75007 Paris, immatriculée au registre du commerce et des sociétés de Paris, France, sous le numéro 433 121 340,

2 Atlante, société par actions simplifiées dont le siège social est situé 148, rue de l'Université, 75007 Paris, France, immatriculée au registre du commerce et des sociétés de Paris sous le numéro 401 965 470.

3 Kilterry, société par actions simplifiées dont le siège social est situé 148, rue de l'Université, 75007 Paris, France, immatriculée au registre du commerce et des sociétés de Paris sous le numéro 449 162 171

4 Monsieur Sylvain Grange, administrateur de sociétés, né le 4 avril 1971 et demeurant 41 rue de Paris, 60600 Clermont, France;

5 Monsieur Denis Pradon, administrateur de sociétés, né le 25 décembre 1951 et demeurant 193 avenue de la Faïencerie, 1511 Luxembourg, Grand Duché de Luxembourg;
s'achèvera à la date du 27 juin 2018.

Les cinq administrateurs, présent à l'Assemblée Générale, acceptent cette nomination et remercient l'Assemblée Générale de sa confiance.

Signature.

Référence de publication: 2013026929/25.

(130032167) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

Turnbridge Holdings S.A., Société Anonyme.

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

R.C.S. Luxembourg B 38.114.

Suite à une réunion du Conseil d'Administration en date du 21 février 2013 il a été convenu ce qui suit:

- le siège social de la société est transféré au 23, rue Aldringen L - 1118 Luxembourg

- les mandats des administrateurs:

M. Klaas VAN DER BECK

Mme Christel VAN DER BECK-SECHTENBECK

M. Nick VAN DER BECK

sont renouvelés et prendront fin en date du 21 février 2019

- Le mandat de l'Administrateur-Délégué M. Klaas VAN DER BECK

est renouvelé et prendra fin en date du 21 février 2019

- L'adresse du chargé du contrôle des comptes:

AUTONOME DE REVISION, commissaire

est transférée à l'adresse suivante:

70, Grand-Rue

L - 1660 Luxembourg

le mandat du commissaire est renouvelé et prendra fin en date du 21 février 2019.

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

Luxembourg, le 21 février 2013.

TURNBRIDGE HOLDINGS S.A.

Signature

Référence de publication: 2013026931/26.

(130032304) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

Zeus Aviation Services Investments S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

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

R.C.S. Luxembourg B 162.177.

Extrait des résolutions prises par l'associé unique de la Société en date du 28 septembre 2012:

L'associé unique de la Société a pris les résolutions suivantes:

- Nomination de M. Jens Hoellermann, résidant professionnellement au 47, avenue John F. Kennedy, L-1855, Luxembourg, Grand-Duché de Luxembourg, né le 26 juillet 1971 à Oberhausen, Allemagne, en qualité de gérant, avec effet au 28 septembre 2012 et pour une durée indéterminée (en remplacement de Mm.Esther Raudszus, démissionnaire).

Le conseil de gérance se compose dorénavant comme suit:

- Mr. Jens Hoellermann

- Mr. Simon Barnes

- Mn. Anne-Cécile Jourdren-Vasseur

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

Pour la Société

Signature

Un mandataire

Référence de publication: 2013026933/21.

(130032295) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

Constellation III German Asset Light S.C.A., SICAV-FIS, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2330 Luxembourg, 124, boulevard de la Pétrusse.

R.C.S. Luxembourg B 164.022.

In the year two thousand and thirteen, on the thirty-first day of January.

Before us Maître Edouard DELOSCH, civil law notary residing in Diekirch, Grand Duchy of Luxembourg.

Was held an extraordinary general meeting (the Meeting) of the shareholders (the Shareholders) of CONSTELLATION III GERMAN ASSET LIGHT S.C.A., SICAV-FIS, a corporate partnership limited by shares (société en commandite par actions) qualifying as an investment company with variable capital - specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé), incorporated and existing under the laws of Luxembourg, with registered office at 124, boulevard de la Pétrusse, L-2330 Luxembourg and registered with the Luxembourg trade and companies register under number B 164.022, incorporated on 25 August 2011 pursuant to a deed of Maître Francis Kessler, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations on 3 December 2011, number 2969 (the Company).

The Meeting was opened at 2.30 p.m., with Victorien Hémerly, residing in Luxembourg, in the chair, who appointed as secretary Amaury Lambert, residing in Luxembourg.

The Meeting elected as scrutineer, Codrina Constantinescu, residing in Luxembourg.

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

I- That the present or represented Shareholders, the proxies of the represented Shareholders and the number of their shares are shown on an attendance list. This attendance list, signed by 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.

The proxies of the represented Shareholders will also remain annexed to the present deed after having been initialed "ne varietur" by the appearing persons.

II- That pursuant to the attendance list, 21,175,001 out of 25,100,310 shares representing eighty four point thirty-six percent (84.36%) of the share capital of the Company are present or represented at the Meeting and that all Shareholders present or represented consider themselves being duly informed of the agenda and waive any convening notice.

III- That the Meeting is regularly constituted and can therefore validly deliberate on the following agenda:

Agenda:

1- Amendment of article 4 of the Articles that shall state as follows:

" Art. 4. Purposes.

4.1 The exclusive purpose of the Company is to invest its funds in assets with the purpose of spreading investment risks and affording its shareholders (the "Shareholders" or individually a "Shareholder") the results of the management of its assets to the fullest extent permitted under the 2007 Act but in any case subject to the terms and limits set out in the PPM.

4.2 Furthermore, the Company is entitled to take any action which may seem necessary or useful in order to achieve or to further the corporate purpose on the basis and within the limits of the 2007 Act.";

2- Full restatement of the Articles;

3- Miscellaneous.

The Meeting has requested the undersigned notary to record the following resolutions:

First resolution:

The Meeting resolves to approve the amendment of article 4 of the Articles that shall state as follows:

" Art. 4. Purposes.

4.1. The exclusive purpose of the Company is to invest its funds in assets with the purpose of spreading investment risks and affording its shareholders (the "Shareholders" or individually a "Shareholder") the results of the management

of its assets to the fullest extent permitted under the 2007 Act but in any case subject to the terms and limits set out in the PPM.

4.2. Furthermore, the Company is entitled to take any action which may seem necessary or useful in order to achieve or to further the corporate purpose on the basis and within the limits of the 2007 Act.”

Second resolution:

The Meeting resolves to fully restate the articles of association of the Company, which shall now read as follows:

“ Art. 1. Form and Name.

1.1 There is hereby formed a corporate partnership limited by shares (societe en commandite par actions) qualifying as an investment company with variable capital - specialised investment fund (société d’investissement à capital variable - fonds d’investissement spécialisé) (the “Company”).

1.2 The Company’s name is “CONSTELLATION III GERMAN ASSET LIGHT S.C.A., SICAV-FIS”.

1.3 The Company shall be governed by the law dated 13 February 2007 relating to specialised investment funds, as amended (the “2007 Act”), by the law of 10 August 1915 on commercial companies, as amended (the “1915 Act”) (provided that in case of conflicts between the 1915 Act and the 2007 Act, the 2007 Act shall prevail) as well as by these articles of association (the “Articles”).

Art. 2. Registered office.

2.1 The registered office of the Company is established in Luxembourg-City, Grand Duchy of Luxembourg.

2.2 The General Partner (as defined in article 16) is authorised to transfer the registered office of the Company within the municipality of Luxembourg City. The registered office may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of shareholders deliberating in the manner provided for any amendment to the Articles.

2.3 Branches, subsidiaries, other offices or agencies may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the General Partner.

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

Art. 3. Term of Company - Term of the Compartments.

3.1 The Company has been incorporated with an unlimited duration provided that the Company will however be automatically put into liquidation upon the termination of a Compartment (as defined in article 5) if no further Compartment is active at that time.

3.2 The Compartments may be created for a limited period of time in which case they will be automatically liquidated at the relevant termination date, as further described in the PPM, as defined in article 5.

3.3 Notwithstanding the above any Compartment may be voluntarily liquidated by a resolution of the general meeting of Shareholders, as defined in article 4, with a quorum and majority further detailed in article 29.

Art. 4. Purposes.

4.3. The exclusive purpose of the Company is to invest its funds in assets with the purpose of spreading investment risks and affording its shareholders (the “Shareholders” or individually a “Shareholder”) the results of the management of its assets to the fullest extent permitted under the 2007 Act but in any case subject to the terms and limits set out in the PPM.

4.4. Furthermore, the Company is entitled to take any action which may seem necessary or useful in order to achieve or to further the corporate purpose on the basis and within the limits of the 2007 Act.

Art. 5. Share Capital, Shares, NAV.

5.1 The share capital of the Company shall be represented by fully paid management shares subscribed by the General Partner only (the “Management Shares”) and limited shares subscribed by the Shareholders of the Company (hereinafter referred to as “Shares” whether it is appropriate depending on the context to apply either for the sole limited shares or for both Management Shares and limited shares) of no par value and shall at any time be equal to the total net assets of the Company pursuant to article 13 hereof.

The General Partner shall, in its capacity as unlimited shareholder of the Company, hold at least one Management Share that is reserved to the General Partner.

5.2 The subscribed capital increased by the share premium (if any) of the Company must reach the aggregate amount of one million two hundred fifty thousand euro (EUR 1,250,000.-) within the first twelve months following its approval by the Commission de Surveillance du Secteur Financier (the “CSSF”), and thereafter may not be less than this amount.

Upon its incorporation, the initial capital of the Company was set at thirty-one thousand euro (EUR 31,000.-) represented by three hundred and nine (309) Shares and one (1) Management Share with no par value.

5.3 The Shareholders, holding Shares other than Management Shares shall have the power to resolve upon the dismissal of the General Partner as sole manager of the Company with a majority and quorum required to amend the Articles in accordance with the 1915 Act.

In the event when Shareholders resolve upon the dismissal of the General Partner, the Shareholders shall appoint, with a majority and quorum required to amend the Articles in accordance with the 1915 Act, a new general partner to which the Management Share(s) will be transferred. The dismissal of the General Partner will only be effective as of the date of the appointment of the new general partner.

5.4 The Company has a multi-compartment structure and the General Partner may decide to set up one or more compartment(s) as defined in article 71 of the 2007 Act (the "Compartment"). Each Compartment may differ from other Compartments, inter alia, in their duration, investment objective and policy, fee structure, subscription and/or redemption procedures, minimum initial and subsequent investment and/or holding requirements, net asset value per Share (the "NAV per Share"), type of target investors and distribution policy applying to them as more fully described in the confidential private placement memorandum of the Company (the "PPM"). Each Compartment may have its own funding, classes of Shares, investment policy, capital gains, expenses and losses, distribution policy or other specific features.

5.5 Within a Compartment, the General Partner may, at any time, issue different classes of Shares (the "Classes", each class of Shares being a "Class") which may differ inter alia, in their fee structure, currencies, subscription, transfer, conversion and/or redemption procedures, minimum initial and subsequent investment and/or holding requirements, NAV per Share, type of target investors and distribution policy applying to them as more fully described in the PPM.

The General Partner shall hold at least one (1) Management Share in each Compartment.

5.6 A separate NAV per Share, which may differ as a consequence of these variable factors, will be calculated for each Class in the manner described in article 13.

5.7 The Company may create additional Classes whose features may differ from the existing Classes and additional Compartments whose investment objectives may differ from those of the Compartments then existing. Upon the creation of new Compartments or Classes, the PPM will be updated, if necessary.

5.8 The Company is one single legal entity. However, in accordance with article 71 of the 2007 Act, the rights of the Shareholders and creditors relating to a particular Compartment or arising from the incorporation, operation and liquidation of a Compartment are limited to the assets of that Compartment. The assets of a Compartment are exclusively dedicated to the satisfaction of the rights of the Shareholders relating to that Compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Compartment, and there shall be no cross liability between Compartments, in derogation of article 2093 of the Luxembourg Civil Code.

5.9 Each Compartment is treated as a separate entity and operates independently, each portfolio of assets being invested for the exclusive benefit of this Compartment. The subscription or acquisition of Shares relating to a particular Compartment does not give the holder of such Shares any rights with respect to any other Compartment.

5.10 For the purpose of determining the capital of the Company, the net assets attributable to each Class will, if not already denominated in euro, be converted into euro and the capital of the Company shall be the aggregate of net assets of all Classes of all Compartments.

Art. 6. Form of shares.

6.1 All Shares of the Company are issued in registered form only. The Shares are not represented by certificates.

6.2 All issued registered Shares of the Company shall be registered in the register of Shareholders which shall be kept at the registered office by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered Shares, his residence or elected domicile as indicated to the Company, the number of registered Shares held by him, the Class, the amount paid up for each Share, the transfer of Shares and the dates of such transfer. The ownership of the Shares will be established by the entry in this register.

6.3 Each investor shall provide the Company with an address, fax number and email address to which all notices and announcements may be sent. Shareholders may, at any time, change their address as entered into the register of Shareholders by way of a written notification sent to the Company at its registered office, or at such other address as may be set by the Company from time to time.

6.4 In the event that a Shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of Shareholders and the Shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered into the Shareholders register by the Company from time to time, until another address shall be provided to the Company by such Shareholder.

6.5 The Company will recognise only one (1) holder per Share. If one or more Shares are jointly owned or is the ownership of such shares is disputed, all persons claiming a right to such share(s) must appoint a sole attorney to represent such shareholding in dealing with the Company. The failure of such attorney shall result in the suspension of all rights attached to such Share. The same rule shall apply in the case of conflict between an usufruct holder (usufruitier) and a bare owner (nu-propriétaire). Moreover, in the case of joint Shareholders, the Company reserves the right to pay any

redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint Shareholders together, at its absolute discretion.

6.6 Subject to the provisions of article 10, the transfer of Shares may be effected by a written declaration of transfer entered in the Company's Shareholders register, such declaration of transfer to be executed by the transferor and the transferee or by persons holding suitable powers of attorney or in accordance with the provisions applying to the transfer of claims provided for in article 1690 of the Luxembourg Civil Code.

6.7 With the exception of the Management Share, the Company may decide to issue fractional Shares up to the nearest 1,000th of a Share, and such fractional Shares will not be entitled to vote (except where their number is so that they represent a whole Share, in which case they confer a voting right) but will be entitled to a participation in the net results and in the proceeds of liquidation attributable to the relevant Class on a pro rata basis.

Art. 7. Issuance of shares.

7.1 The General Partner is authorised without limitation to issue at any time Shares fully paid up in any Class and or in any Compartment, without reserving the existing Shareholders a preferential right to subscribe for the Shares to be issued.

7.2 Shares (to the exclusion of the Management Share) are exclusively reserved for subscription by well-informed investors within the meaning of article 2 of the 2007 Act (the "Well-Informed Investors").

7.3 The General Partner may, without limitation impose restrictions on the frequency at which Shares shall be issued. The General Partner may in particular, decide that Shares of a particular Class will only be issued during one or more offering periods or at such other frequency as provided for in the PPM.

7.4 The General Partner may in its absolute discretion without liability reject any subscription in whole or in part, and the General Partner may, at any time and from time to time and in its absolute discretion without liability and without notice, discontinue the issue and sale of Shares of any Class and/or Compartment.

7.5 The General Partner may, in the course of its sales activities and at its discretion, cease issuing Shares, refuse subscription requests in whole or in part and suspend or limit their sale to individuals or corporate bodies in particular countries or areas, for specific periods or permanently.

7.6 The General Partner may impose conditions on the issue of Shares (including without limitation the execution of such subscription request and the provision of such information as the General Partner may determine to be appropriate) and fix a minimum subscription amount, and minimum amount of any additional investment, as well as a minimum holding amount which any Shareholder is required to comply. Shares shall be issued at the subscription price applicable to the relevant Compartment and Class as determined by the General Partner and disclosed in the PPM. The General Partner may also, in respect of any one given Compartment, Class of Shares, levy a subscription charge and has the right to waive partly or entirely this subscription charge. Any taxes, commissions and other fees incurred in the respective countries in which the Shares of the Company are marketed will also be charged.

7.7 The Company may agree to issue Shares as consideration for a contribution in kind of assets in accordance with the condition set forth by Luxembourg law, in particular the obligation to deliver a valuation report from an auditor qualifying as a réviseur d'entreprises agréé. Specific provision relating to contribution in kind will be detail in the PPM, if applicable.

7.8 The General Partner may delegate to any duly authorised manager, officer or to any other duly authorised agent the power to accept subscriptions, to receive payment of the price of the new Shares to be issued and to deliver them.

Art. 8. Redemption of Shares.

8.1 Under the restrictions, terms and procedures as set forth in the PPM, Shares may be redeemed at the request of a Shareholder, if permitted for each Compartment in the PPM.

8.2 Shares of any Class may be redeemed at the option of the General Partner, on a pro rata basis among Shareholders, in order to distribute proceeds generated by an investment through returns or its disposal, subject to compliance with the relevant distribution scheme as provided for each Compartment in the PPM (if any).

8.3 The Company may inter alia compulsorily redeem the Shares:

- (a) held by a Restricted Person, as defined in and in accordance with article 12;
- (b) if the minimum holding requirement in a Compartment and/or Class is not maintained due to a redemption of Shares;
- (c) in all other circumstances, in accordance with the terms and conditions set out in the relevant subscription agreement, the PPM and these Articles.

8.4 Shares which have been redeemed shall be cancelled.

8.5 If redemption of Shares is allowed in respect of a specific Compartment or Class, a process determined by the General Partner and described in the PPM shall govern the chronology of such redemption of Shares.

Art. 9. Investor or Shareholder's default.

9.1 In the event that an investor fails to advance to the Company a payment when due, on or before the date specified for that effect (the "Defaulting Investor"), the amount outstanding shall bear interest at the rate the higher of (a) 15%,

or (b) 5% over EURIBOR 3 months published by Reuters at 11.00 a.m. (London time) for the period from the aforementioned date until the date on which such outstanding amount and interest thereon shall have been paid in full (the "Default Interest").

9.2 If however, the Defaulting Investor fails to pay in full the outstanding amount and interest accrued thereon, on or before the fifteenth Business Day (as defined in article 21) from the requested day for said payment, the Company may (without prejudice to any other rights it may have), in its sole discretion, and without further notice:

(a) cause any distribution otherwise payable to the Defaulting Investor to be set-off or withheld from such Defaulting Investor up to an amount which equals the outstanding amount and interest accrued thereon;

(b) suspend any voting rights attached to the Shares held by the Defaulting Investor and limit the Defaulting Investor's rights to the repayment of the Capital Contributions previously made by it to the Company (within the limit of the latest reported net asset value of the Compartment or Company (the "NAV") for such cash contributed by the Shareholder to the relevant Compartment to the exclusion of any actualisation interest or equalisation fee payment relating to a subsequent closing as further detailed in the PPM (the "Capital Contributions") in any event) less accrued Default Interest and such Defaulting Investor shall cease to be an investor upon notification from the Company of its exercise of this option;

(c) suspend indefinitely the right of the Defaulting Investor to receive any further distributions from the Company and offer the Shares of such Defaulting Investor as agent (mandataire) of such Defaulting Investor. The Company shall sell the Shares bearing in mind the need to effect a prompt sale, assignment, transfer, grant of a participation in, pledge, hypothecation, encumbrance or other disposal of all or any portion of any Shareholders' Shares (hereinafter "Transfer") in order to remedy the default. The Defaulting Investor shall be deemed to have consented to:

(i) the sale of its Shares to any such transferee,

(ii) the proceeds of the disposal of such Shares in an amount equal to the lesser of (x) such Defaulting Investor's total Capital Contributions previously advanced by it to the Company and (y) the total proceeds of such sale, in each case, less the defaulted Capital Contribution and accrued of any expenses incurred by the Company in respect to the relevant Compartment, the General Partner, or any other person who provides services to the Company, and any other fee, charge or payment due to the relevant Compartment and/or any Intermediary Vehicle (as defined in article 12), the General Partner, or any other person who provides services to the Company in relation to the Defaulting Investor which is in default (the "Default Expenses") thereon up to the date the disposal is effected, with the Default Expenses being paid to the Defaulting Investor, and

(iii) the payment, from the proceeds of the disposal of its Shares, of the defaulted Capital Contribution, the accrued Default Interest, the expenses incurred in relation to such sale and the pro rata share of applicable expenses up to the date the disposal is effected.

9.3 The proceeds of the disposal of such Shares in excess of the amount paid to the Defaulting Investor (if any) shall be allocated among the remaining Shareholders pro rata to the number of Shares held by them in the Company.

Art. 10. Transfer of shares.

Transfer of Management Shares

10.1 The General Partner shall not sell, assign, transfer, grant a participation in, pledge, hypothecate, encumber or otherwise dispose of the Management Share or of all or any part of its rights and obligations as a general partner, or voluntarily withdraw from its position as general partner of the Company.

10.2 In the event when the Shareholders resolve upon the dismissal of the General Partner the Shareholders shall appoint, with a majority and quorum required to amend the Articles in accordance with the 1915 Act, a new general partner to which the Management Share(s) will be transferred. The dismissal of the General Partner will only be effective as of the date of the appointment of the new general partner. The Shareholders will have to amend the corporate name of the Company so as to include the corporate name of the new general partner.

Transfer of Shares

10.3 Transfer of Shares shall be valid or effective if:

(a) the transfer would not result in a violation of any term or condition of these Articles or of the PPM or of Luxembourg law or any other jurisdiction or subject the Company to any other adverse tax, legal or regulatory consequences as determined by the Company;

(b) the transfer would not result in the Company being required to register as an investment company under the U.S. Investment Company Act of 1940, as amended;

(c) such transfer is approved by the General Partner;

(d) the transferee represents in a form acceptable to the Company that such transferee is not a Restricted Person.

10.4 The transferor shall be responsible for and pay all costs and expenses (including any taxation) arising in connection with any such permitted transfer. The transferor and the transferee shall indemnify the Indemnified Persons (as defined in article 20), in a manner satisfactory to the General Partner against any claims and expenses to which the Indemnified Persons may become subject arising out of or based upon any false representation or warranty made by, or breach or failure to comply with any covenant or agreement of, such transferor or transferee in connection with such transfer. In

addition, each investor agrees to indemnify the Company and each Indemnified Person from any claims and expenses resulting from any transfer or attempted transfer of its Shares and (undrawn) commitment in violation of these Articles, the PPM (and the terms of the agreement entered into by each Shareholder and the Company for the account of such Compartment (the "Subscription Agreement")). Any transfer of Shares shall be made by a written declaration of transfer to be inscribed in the register of Shareholders of the Company, dated and signed by the transferor and the transferee or by suitable powers of attorney to act therefore. The Company may also accept as evidence of transfer on the basis of correspondence or other documents recording the agreement of the transferor and the transferee or accept as evidence of transfer any other instruments of transfer satisfactory to the Company.

10.5 Any transfer of registered Shares shall be entered into the register of Shareholders. Such inscription shall be signed by the General Partner or by any person duly authorised by the General Partner.

Art. 11. Conversion of shares.

11.1 Unless otherwise provided, Shareholders are not allowed to convert all, or part, of the Shares into another Class.

Art. 12. Ownership restriction.

12.1 Shares are available to Well-Informed Investors as defined in the 2007 Act.

12.2 The Company may restrict or prevent the ownership of Shares by any individual or other entity:

- (a) if in the opinion of the Company such holding may be detrimental to the Company;
- (b) it may result (either individually or in conjunction with other investors in the same circumstances) in:

(i) the Company, the General Partner, a Compartment or any of their respective affiliates or any investment or potential investment of the Company to violate any law or regulation or could result in the Company, the General Partner, a Compartment or any of their respective affiliates or any investment or potential investment of the Company suffering material taxation or other pecuniary or fiscal disadvantages which they may not have suffered had such person ceased to be an investor;

(ii) the Company or a Compartment being subject to the U.S. Employee Retirement Income Security Act of 1974, as amended; or

(iii) the Company or a Compartment being required to register its Shares under the laws of any jurisdiction other than Luxembourg (including, without limitation, the U.S. Securities Act of 1933 or the U.S. Investment Company Act of 1940); or

(c) if it may result in a breach of any law or regulation applicable to the relevant individual or entity itself, the Company or a Compartment, whether Luxembourg law or other law (including anti-money laundering and terrorism financing laws and regulations); and in particular if a relevant Shareholder does not qualify as a Well-informed Investor or has lost such qualification for whatever reason;

(d) if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred;

(such individual or legal entities are to be determined by the General Partner and are defined herein as "Restricted Persons"). A person or entity that does not qualify as a Well-Informed Investor shall be regarded as a Restricted Person.

12.3 For such purposes the Company may:

(a) decline to issue any Shares and decline to register any transfer of Shares, where it appears that such transfer would result in legal or beneficial ownership of such Shares by a Restricted Person; and

(b) at any time require any person whose name is entered in, or any person seeking to register the transfer of Shares on the register of Shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's Shares rests with a Restricted Person, or whether such registration will result in beneficial ownership of such Shares/(undrawn) commitment by a Restricted Person.

12.4 If it appears that an investor is a Restricted Person, the Company shall be entitled to, in its absolute discretion:

(a) decline to accept the vote of the Restricted Person at the general meeting and disregard its vote on any matter requiring the investor's consent; and/or

(b) retain all dividends paid or other sums distributed with regard to the Shares held by the Restricted Person; and/or

(c) instruct the Restricted Person to sell his/her/its Shares and to demonstrate to the Company that this sale was made within thirty (30) calendar days of the sending of the relevant notice, subject each time to the applicable restrictions on transfer as set out in article 10 hereof and in the PPM; and/or

(d) cancel the Restricted Person's (undrawn) commitment; and/or

(e) compulsorily redeem all Shares held by the Restricted Person at a price based on the lesser of (i) the latest available NAV per Share of the Restricted Person at the date on which the Company becomes aware that the relevant investor is a Restricted Person (or the moment of consideration being irrelevant if the NAV per Share is equal to zero or negative) and (ii) the aggregate Capital Contributions of the Restricted Person, less a penalty fee equal to, in the absolute discretion

of the General Partner, either (i) 30% of the applicable price or (ii) the costs incurred by the Company as a result of the holding of Shares by the Restricted Person (including all costs linked to the compulsory redemption).

12.5 The exercise of the powers by the Company in accordance with this article may in no way be called into question or declared invalid on the grounds that the ownership of Shares was not sufficiently proven or that the actual ownership of Shares did not correspond to the assumptions made by the Company on the date of the purchase notification, provided that the Company exercised the above-named powers in good faith.

Art. 13. Calculation of the Net Asset Value.

13.1 The NAV per Shares of each Class and / or Compartment shall be calculated under the responsibility of the General Partner upon the frequency set forth below in the reference currency of the Compartment or Class, as stipulated in the PPM on each valuation date as stipulated in the PPM and at least once a year (a "Valuation Date") in accordance with the Luxembourg law.

13.2 Calculation of the NAV

(a) The value of the total portfolio and distribution entitlements attributed to a particular Class of a particular Compartment on a given Valuation Date adjusted with the liabilities relating to that Class on that Valuation Date represents the total NAV attributable to that Class of that Compartment on that Valuation Date. The assets of such Class will be commonly invested within a Compartment but subject to different fee structures, distribution, marketing targets, currency or other specific features as stipulated in the PPM. A separate NAV per Share, which may differ as consequence of these variable factors, will be calculated for each Class as follows: the NAV of that Class of that Compartment on that Valuation Date divided by the total number of Shares of that Class of that Compartment then outstanding on that Valuation Date.

(b) For the purpose of calculating the NAV per Class of a particular Compartment, the NAV of each Compartment shall be determined by calculating the aggregate of:

(i) the value of all assets of the Company which are allocated to the relevant Compartment in accordance with the provisions of these Articles; less

(ii) all the liabilities of the Company which are allocated to the relevant Compartment in accordance with the provisions of these Articles on the relevant Valuation Date.

(c) The total net assets of the Company will result from the difference between the gross assets (including the market value of investments owned by the Company and its intermediary vehicles) and the liabilities of the Company based on a consolidated view, provided that:

(i) the equity or liability interests attributable to a Shareholder derived from these financial statements will be adjusted to take into account the fair (i.e. discounted) value of deferred tax liabilities as determined by the Company in accordance with its internal rules;

(ii) the acquisition costs for investments (including the costs of establishment of intermediary vehicle, as the case may be) shall be amortised over the planned strategic investment period of each of such investment, as confirmed by the General Partner, or for a maximum period of five (5) years rather than expensed in full when they are incurred; and

(iii) the set up costs, which under no circumstance will exceed four hundred fifty thousand euro (EUR 450,000.-), at 31 December 2011, for the Company and any Compartment shall be amortised over a period of up to five (5) years rather than expensed in full when they are incurred.

(d) The value of the assets of the Company will be determined as follows:

(i) the interests in unlisted portfolio funds registered in the name of the Company or in the name of an intermediary vehicle shall be valued at their last official and available net asset value, as reported or provided by such portfolio funds or their agents, or at their last unofficial net asset values (i.e., estimates of net asset values) if more recent than their last official net asset values. The official or unofficial net asset value of a portfolio fund may be adjusted for subsequent capital calls and distributions and applicable redemption charges where appropriate. The Company shall adjust the NAV or other valuation so provided where the Company considers such net asset valuation or other valuation information does not accurately reflect the Company's or Compartment's interests in such portfolio fund, whether because such information has been generated after a delay from the portfolio fund's own valuation point, change in markets or otherwise. The NAV is final and binding notwithstanding that it may have been based on unofficial or estimated net asset values;

(ii) the interests of investments registered in the name of the Company or in the name of a subsidiary or other company, entity or arrangement (such as a limited partnership, unit trust or trust) in which one or more Compartment (s) holds any direct or indirect interest (the "Intermediary Vehicle") which are listed on a stock exchange or dealt in another regulated market will be valued on the basis of the last available published stock exchange or market value;

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

(iv) any transferable security and any money market instrument negotiated or listed on a stock exchange or any other organised market will be valued on the basis of the last known price, unless this price is not representative, in which case the value of such asset will be determined on the basis of its fair value estimated by the Company with good faith;

(v) investments registered in the name of the Company or in the name of an intermediary vehicle, other than those mentioned in paragraphs 13.2(d)(i) to 13.2(d)(iv) may be valued by one or more independent valuers in accordance with the terms of the PPM, provided that the Company may deviate from such valuation if deemed in the interest of the Company and its Shareholders.

(e) The General Partner, 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 or liability of the Company in compliance with Luxembourg law. This method will then be applied in a consistent way. The administrator can rely on such deviations as approved by the Company for the purpose of the NAV calculation.

(f) All assets denominated in a currency other than the reference currency of the respective Class shall be converted at the mid-market conversion rate between the reference currency and the currency of denomination as at the Valuation Date.

(g) The assets and liabilities shall be allocated as follows:

(i) the proceeds to be received from the issue of Shares of any Class shall be applied in the books of the Company to the Compartment corresponding to that Class, provided that if several Classes are outstanding in such Compartment, the relevant amount shall increase the proportion of the net assets of such Compartment attributable to that Class;

(ii) the assets and liabilities and income and expenditure applied to a Compartment shall be attributable to the Class or Classes corresponding to such Compartment;

(iii) where the Company incurs a liability in relation to any asset of a particular Class or particular Classes within a Compartment or in relation to any action taken in connection with an asset of a particular Class or particular Classes within a Compartment, such liability shall be allocated to the relevant Class or Classes within such Compartment;

(iv) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class, such asset or liability shall be allocated to all the Classes pro rata to their respective NAVs or in such other manner as determined by the General Partner acting in good faith, provided that (i) where assets of several Classes are held in one account and/or are co-managed as a segregated pool of assets by an agent of the General Partner, the respective right of each Class shall correspond to the prorated portion resulting from the contribution of the relevant Class to the relevant account or pool, and (ii) such right shall vary in accordance with the contributions and withdrawals made for the account of the Class, as described in the PPM, and finally (iii) all liabilities, whatever Class they are attributable to, shall, unless otherwise agreed upon with the creditors, be binding upon the Company as a whole;

(v) upon the payment of distributions to the Shareholders of any Class, the NAV of such Class shall be reduced by the amount of such distributions.

Art. 14. Temporary suspension of the calculation of the NAV.

14.1 The Company may at any time and from time to time suspend the determination of the NAV of Shares of any Compartment and/or the issue of the Shares of such Compartment to subscribers and/or the redemption of the Shares of such Compartment from its Shareholders and/or the conversions of Shares of any Class in a Compartment:

(a) when one or more stock exchanges or markets, which provide the basis for valuing a substantial portion of the assets of the relevant Compartment, or when one or more foreign exchange markets in the currency in which a substantial portion of the assets of the relevant Compartment are denominated, are closed otherwise than for ordinary holidays or if dealings therein are restricted or suspended;

(b) when, as a result of political, economic, military or monetary events or any circumstances outside the responsibility and the control of the General Partner, disposal of the assets of the relevant Compartment is not reasonably or normally practicable without being seriously detrimental to the interests of the Shareholders;

(c) in the case of a breakdown in the normal means of communication used for the valuation of any investment of the Company or if, for any reason beyond the responsibility of the General Partner, the value of any asset of the relevant Compartment may not be determined as rapidly and accurately as required;

(d) if, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of the Company are rendered impracticable or if purchases and sales of the Company's assets cannot be effected at normal rates of exchange;

(e) when for any other reason, the prices of any investments within a Compartment cannot be promptly or accurately determined;

(f) upon the publication of a notice convening a general meeting of Shareholders for the purpose of winding-up the Company or any Compartment(s);

(g) when the suspension is required by law or legal process; and/or

(h) when for any reason the General Partner determines that such suspension is in the best interests of Shareholders.

14.2 Any such suspension may be notified by the Company in such manner as it may deem appropriate to the persons likely to be affected thereby. The Company shall notify Shareholders requesting redemption or conversion of their Shares of such suspension.

14.3 Such suspension as to any Compartment will have no effect on the calculation of the NAV per Share, the issue, redemption and conversion of Shares of any other Compartment.

Art. 15. Liability of Shareholders.

15.1 The owners of limited Shares are only liable up to the amount of their Capital Contribution made to the Company.

15.2 The General Partner's liability shall be unlimited.

Art. 16. Management.

16.1 The Company shall be managed by Constellation III German Asset Light S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of Luxembourg, with registered office at 124, boulevard de la Pétrusse, L-2330 Luxembourg and registered with the Luxembourg trade and companies register under number B 163.606 (the "General Partner"). The General Partner shall be the liable partner (associé gérant commandité) and who shall be personally, jointly and severally liable with the Company for all liabilities which cannot be met out of the assets of the Company.

16.2 The General Partner is vested with the broadest powers to perform all acts of administration and disposition in the Company's interest which are not expressly reserved by law or by these Articles to the meeting of Shareholders.

16.3 The General Partner shall namely have the power on behalf and in the name of the Company to carry out any and all of the purposes of the Company and to perform all acts and enter into and perform all contracts and other undertakings that it may deem necessary or advisable or incidental thereto. Except as otherwise provided by applicable law, the PPM and these Articles, the General Partner shall have full authority in its discretion to exercise, on behalf of and in the name of the Company, all rights and powers necessary or convenient to carry out the purposes of the Company.

16.4 The General Partner may establish for each Compartment an investment committee, the tasks to be entrusted and the functioning rules of which shall be detailed in the PPM.

Art. 17. Authorised Signature.

17.1 The Company shall be bound towards third parties by the joint signature of two managers of the General Partner as designated by the General Partner in its sole discretion or such person(s) to whom authority shall have been delegated by the General Partner, except Shareholders.

17.2 In the event of dismissal (as provided for in article 5.3), legal incapacity, liquidation or other permanent situation preventing the General Partner from acting as manager of the Company, the Company shall not be dissolved and liquidated, provided the person(s) that was/were the manager(s) of the General Partner at the time of such event, appoint(s) an administrator, who need not to be a Shareholder, to effect urgent or mere administrative acts, until a general meeting of Shareholders is held, which such administrator shall convene within fifteen days of his appointment. At such general meeting, the Shareholders may appoint, in accordance with the quorum and majority requirements for amendment of the Articles, a successor General Partner. Failing such appointment, the Company shall be dissolved and liquidated.

Art. 18. Investment Policy and Restrictions.

18.1 The General Partner, based upon the principle of risk spreading according to the 2007 Act has the power to determine (i) the investment policy and the investment restriction of each Compartment and the course of conduct of the management and business affairs of the Company, all within the investment powers and restrictions as shall be set forth by the General Partner in the PPM, in compliance with applicable laws and regulations.

Art. 19. Conflict of Interests.

19.1 The Company is managed on an arm's length basis. The General Partner seeks to take all necessary steps to avoid conflict of interests. The General Partner will consider the objectives of the Company and the Shareholders as a whole when making investment decisions with respect to the selection, structuring and sale of portfolio investments. However such decisions may be more favorable for one investor than for another investor.

19.2 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, managers or officers of the General Partner or the Company is interested in, or is a director, associate, officer or employee of such other company or firm.

19.3 Any director, manager or officer of the General Partner or of the Company who serves as director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, solely by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

Art. 20. Indemnity.

20.1 The Company shall indemnify each of the principals, the investment professionals and the members of the advisory board and investment committee (each referred to as an "Indemnified Person") against any and all claims, liabilities, losses, damages, settlements, taxes (other than regular income tax), costs and expenses (including reasonable attorneys' and other advisors' fees) to which they may directly or indirectly become subject by reason of their activities (or activities of any of their agents or other third parties) on behalf of the Company, but only to the extent that the Indemnified Persons (i) did not act in a manner deemed at the time to be manifestly against the interest of the Company and (ii) acted in a manner constituting neither gross negligence nor willful misconduct. To the extent that the Company will not have sufficient resources for indemnification, the Shareholders shall provide adequate financing up to and in proportion to their respective unfunded commitments.

Art. 21. Meetings of Shareholders.

21.1 The annual general meeting shall be held, in accordance with Luxembourg law, in Luxembourg at the address of the registered office of the Company or at such other place in the municipality of the registered office as may be specified in the convening notice of the meeting, on the 30 of the May, of each year at 11:00 a.m.. If such day is not a day in Luxembourg where banks are generally open for business in Luxembourg (a "Business Day"), the annual general meeting shall be held on the next following Luxembourg Business Day.

21.2 The annual general meeting may be held abroad if, in the absolute and final judgment of the General Partner exceptional circumstances so require.

21.3 Other meetings of the Shareholders of the Company may be held at such place and time as may be specified in the respective convening notices of the meeting.

21.4 Any regularly constituted meeting of Shareholders of the Company shall represent the entire body of Shareholders of the Company.

Art. 22. General Meeting of Shareholders of a Compartment or a Class.

22.1 The Shareholders of the Classes issued in a Compartment may hold, at any time, general meetings to decide on any matters which relate exclusively to that Compartment.

22.2 In addition, the Shareholders of any Class may hold, at any time, general meetings for any matters which are specific to that Class.

22.3 The provisions of article 23 of the Articles apply mutatis mutandis to such general meetings, unless the context otherwise requires.

Art. 23. Notice, Quorum, Convening Notices, Powers of Attorney and Vote.

23.1 The notice periods and quorum rules provided for by the 1915 Act shall govern the notice for, and the conduct of, the general meetings, unless otherwise provided herein.

23.2 The General Partner may convene a general meeting.

23.3 All the Shares of the Company being in registered form, the convening notices shall be made by registered letters only.

23.4 Each Share is entitled to one (1) vote, subject to the provisions of article 12.4.

23.5 Except as otherwise required by law or by these Articles, resolutions will be passed by a simple majority of those present or represented and voting and the affirmative vote of the General Partner. However, resolutions to alter the Articles of the Company may only be adopted in a general meeting properly convened and constituted in accordance with the 1915 Act and any other relevant Luxembourg law. However, resolutions to amend the Articles may only be approved in a general meeting properly convened having a quorum and majority vote determined by the 1915 Act.

23.6 A Shareholder may act at any general meeting by appointing in writing or by telefax, electronic means or other suitable telecommunication means another person who need not be a Shareholder.

23.7 If all the Shareholders of the Company are present or represented at a general meeting, and consider themselves as being duly convened and informed of the agenda of the meeting, the meeting may be held without prior notice.

23.8 The Shareholders may vote in writing (by way of voting bulletins) on resolutions submitted to the general meeting provided that the written voting bulletins include (i) the name, first name, address and the signature of the relevant Shareholder, (ii) the agenda as set forth in the convening notice and (iii) the voting instructions (approval, refusal, abstention) for each point of the agenda. In order to be taken into account, the original voting bulletins must be received by the Company forty-eight (48) hours before the relevant general meeting.

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

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

Art. 24. Auditors.

24.1 The accounting information contained in the annual report of the Company shall be examined by an auditor (réviseur d'entreprises agréé) appointed by the general meeting and remunerated by the Company.

24.2 The auditor shall fulfil all duties prescribed by the 2007 Act.

Art. 25. Custodian.

25.1 The Company shall enter into a custodian agreement with a bank or savings institution which shall satisfy the requirements of the 2007 Act (the "Custodian") who shall assume towards the Company and its Shareholders the responsibilities provided by the 2007 Act. The fees payable to the Custodian will be determined in the custodian agreement.

25.2 In the event of the Custodian desiring to retire, the General Partner shall within two months appoint another financial institution to act as custodian and upon doing so the General Partner shall appoint such institution to be custodian in place of the retiring Custodian. The General Partner shall have power to terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed in accordance with this provision to act in place thereof.

Art. 26. Fiscal Year - Accounts.

26.1 The fiscal year will begin on 1 January and terminate on 31 December of each year, except for the first fiscal year which began on the date of incorporation and will end on 31 December 2012.

26.2 The accounts of the Company shall be expressed in euro.

Art. 27. Allocation of Profits.

27.1 Each year the Shareholders of each Compartment will decide, based on a proposal from the General Partner, for each relevant Compartment, on the allocation of distributable proceeds after deduction of fees and expenses in accordance with the 2007 Act and the provisions laid down in the PPM.

27.2 Distribution of distributable profits to Shareholders of the first Compartment shall be made in the following order of preference (in each case, distributions will be made pro-rata among the Shareholders in respect of their investments and in accordance with the number of Shares respectively held in the Compartment):

(a) First, 100% of the proceeds shall be distributed to the Shareholders until they have received distributions equal to net 1.50 x total Capital Contributions and a net internal rate of return calculated in accordance with the provisions of the PPM (the "IRR") of at least 10.0%;

(b) Second, 100% of the remaining proceeds shall be distributed between the General Partner and the Shareholders in the following proportion: 15% for the General Partner as the performance related fee payable by the Company to the General Partner (the "Performance Fee") and 85% for the Shareholders, until the Shareholders have received distributions equal to net 1.75 x total Capital Contributions and a net IRR of at least 15.0%;

(c) Third, 100% of the remaining proceeds shall be distributed between the General Partner and the Shareholders in the following proportion: 20% for the General Partner as the Performance Fee and 80% for the Shareholders, until the Shareholders have received distributions equal to net 2.00 x total Capital Contributions at a net IRR of at least 17.5%;

(d) Fourth, 100% of the remaining proceeds shall be distributed between the General Partner and the Shareholders in the following proportion: 25% for the General Partner as the Performance Fee and 75% for the Shareholders, until the Shareholders have received distributions equal to net 2.50 x total Capital Contributions and a net IRR of at least 25.0%;

(e) Fifth, after the Shareholders have received distributions equal to net 2.50 x total Capital Contributions and a net IRR of at least 25.0%, 100% of the remaining proceeds shall be distributed between the General Partner and the Shareholders in the following proportion: 30% for the General Partner as the Performance Fee and 70% for the Shareholders.

IRR conditions are net of all costs (fund set-up costs, stamp duties, transfer taxes, brokerage fees, administrative costs, audit costs, insurance costs, custody bank costs and management fees).

27.3 In any event, no distribution may be made if, as a result, the NAV of the Company would fall below one million two hundred fifty thousand euro (EUR 1,250,000.-).

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

27.5 The General Partner may decide to pay interim dividends in compliance with the conditions set forth by law, these Articles and the PPM.

Art. 28. Winding-up and Liquidation of the Company.

28.1 Subject to article 3, the Company may be voluntarily dissolved by a resolution taken by the general meeting of Shareholders, with a majority and quorum required to amend these Articles in accordance with 1915 Act.

28.2 In the event of a voluntary liquidation, the Company shall, upon its dissolution, be deemed to continue to exist for the purposes of the liquidation. The operations of the Company shall be conducted by one or several liquidators, who, after having been approved by the CSSF, shall be appointed by a general meeting, which shall determine their powers and compensation.

28.3 Should the Company be voluntarily liquidated, then its liquidation will be carried out in accordance with the provisions of the 2007 Act and the 1915 Act. The liquidation report of the liquidators will be audited by the auditor (réviseur d'entreprises agréé) or by an ad hoc external auditor appointed by the general meeting.

28.4 If the Company were to be compulsorily liquidated, the provision of the 2007 Act will be exclusively applicable.

28.5 The issue of new Shares by the Company shall cease on the date of publication of the notice of the general meeting, to which the dissolution and liquidation of the Company shall be proposed. The proceeds of the liquidation of the Company, net of all liquidation expenses, shall be distributed by the liquidators among the holders of Shares in each Class in accordance with their respective rights. The amounts not claimed by investors at the end of the liquidation process shall be deposited, in accordance with Luxembourg law, with the Caisse de Consignation in Luxembourg until the statutory limitation period has lapsed.

Art. 29. Merger and Liquidation of Compartments and Classes.

29.1 In the event that, for any reason, the value of the total net assets in any Compartment or Class has decreased to, or has not reached, an amount determined by the General Partner to be the minimum level for such Compartment or Class to be operated in an economically efficient manner, or in case of a substantial modification in the political, economic or monetary situation relating to such Compartment or Class would have material adverse consequences on the investment of such Compartment or Class, or as a matter of economic rationalisation, the General Partner may decide to compulsorily redeem all the Shares of the relevant Compartment or Class at the NAV per Share calculated on the Valuation Date at which such decision will take effect. The Company will serve a notice to the holders of the relevant Shares prior to the effective date for the compulsory redemption, which will indicate the reasons for and the procedure for the redemption operations.

29.2 Any request for subscription shall be suspended as from the moment of the announcement of the termination, the merger or the transfer of the relevant Compartment or Class.

29.3 In addition, the general meeting of any Compartment or any Class may, upon proposal from the General Partner, resolve to redeem all the Shares of the relevant Compartment or Class and refund to the Shareholders the NAV of their Shares calculated on the Valuation Date at which such decision will take effect. There will be no quorum requirements for such general meeting, which shall resolve at the simple majority of those present or represented and voting at such meeting.

29.4 Assets which could not be distributed to their owners upon the implementation of the redemption will be deposited with the Custodian for a period of six (6) months; after such period, the assets will be deposited with the Caisse de Consignation in Luxembourg on behalf of the persons entitled thereto.

29.5 All redeemed Shares shall be cancelled by the Company.

29.6 Under the same circumstances as provided by the first paragraph of this article, the General Partner may decide to allocate the assets of any Compartment and or Class to those of another existing Compartment or Class or to another collective investment scheme or an assimilated entity or to another Compartment within such other collective investment scheme or an assimilated entity (the "New Compartment") and to redesignate the Shares of the relevant Compartment or Class as Shares of another Compartment or Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision will be notified in the same manner as described in the first paragraph of this article one (1) month before its effective date (and, in addition, the publication will contain information in relation to the New Compartment), in order to enable Shareholders to request redemption of their Shares, free of charge, during such period.

29.7 Under the same circumstances as provided above, the General Partner may decide to reorganise a Compartment and/or Class by means of a division into two or more Compartments or Classes. Such decision will be notified in the same manner as above (and, in addition, the publication will contain information about the two or more New Compartments) one (1) month before the date on which the division becomes effective, in order to enable the Shareholders to request redemption or conversion of their Shares free of charge during such period.

29.8 Notwithstanding the powers conferred to the General Partner by the preceding paragraphs, such a reorganisation of a Compartment and/or Class within the Company (by way of an amalgamation or division) may be decided upon by a general meeting of the Shareholders of the relevant Compartment and/or Class. There shall be no quorum requirements for such general meeting and it will decide upon such an amalgamation or division by resolution taken at the simple majority of those present or represented.

29.10 A contribution of the assets and of the liabilities distributable to any Compartment and/or Class to another collective investment scheme or an assimilated entity referred to above to another Compartment and/or Class within such other collective investment scheme or an assimilated entity shall, require a resolution of the Shareholders of the Compartment and/or Class concerned, with the quorum and majority requirement provided for altering the Articles.

Art. 30. Applicable Law. All matters not governed by these Articles shall be determined by application of the provisions of Luxembourg law, and, in particular, the 1915 Act and the 2007 Act."

Expenses

The expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed are estimated at one thousand one hundred euro (EUR 1,100.-).

There being no further business on the agenda, the meeting was adjourned at 2.50 p.m.

Whereof the present notarial deed is drawn in Luxembourg, on the year and day first written above.

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

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

Signé: V. HÉMERY, A. LAMBERT, C. CONSTANTINESCU, DELOSCH.

Enregistré à Diekirch, le 4 février 2013. Relation: DIE/2013/1706. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur ff. (signé): RECKEN.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Diekirch, le 8 février 2013.

Référence de publication: 2013022808/676.

(130027458) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 février 2013.

"HIBAG G.m.b.H" oder "HIBAG S.à r.l.", Société à responsabilité limitée.

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

R.C.S. Luxembourg B 98.592.

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

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

Luxembourg, le 15 février 2013.

Signature

LE GERANT

Référence de publication: 2013026934/12.

(130032864) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

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

Siège social: L-6412 Echternach, Alferweiher.

R.C.S. Luxembourg B 91.840.

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.

Echternach, le 22 février 2013.

Signature.

Référence de publication: 2013026935/10.

(130033541) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Allseeds S.A., Société Anonyme.

Siège social: L-2220 Luxembourg, 560A, rue de Neudorf.

R.C.S. Luxembourg B 154.405.

Le bilan au 30 juin 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 14 février 2013.

Signature.

Référence de publication: 2013026941/10.

(130033346) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

ArcelorMittal Wire Drawing Asia, Société à responsabilité limitée.

Siège social: L-1931 Luxembourg, 19, avenue de la Liberté.

R.C.S. Luxembourg B 98.610.

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

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

Référence de publication: 2013026944/9.

(130032781) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Aktua Asset Acquisition, S.à r.l., Société à responsabilité limitée.

Siège social: L-1724 Luxembourg, 29, boulevard du Prince Henri.

R.C.S. Luxembourg B 172.194.

Les statuts coordonnés au 18 janvier 2013 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: 2013026940/11.

(130033009) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Aros II Holding S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 156.861.

Le Bilan et l'affectation du résultat 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 25 Février 2013.

Aros II Holding S.à r.l.

Référence de publication: 2013026945/12.

(130033249) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

AAM International S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 116.477.

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 13 février 2013.

Léonie GRETHEN.

Référence de publication: 2013026949/10.

(130033158) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

AAM Luxembourg S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 116.476.

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 13 février 2013.

Léonie GRETHEN.

Référence de publication: 2013026950/10.

(130033157) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Goplan Services, Société Anonyme.

Siège social: L-9654 Grümelscheid, 39, Duerfstrooss.

R.C.S. Luxembourg B 175.135.

STATUTS

L'an deux mil treize, le premier février.

Pardevant Maître Martine DECKER, notaire de résidence à Hesperange,

Ont comparu:

- 1.- Monsieur Nicolas CALLENS, indépendant, demeurant à F-33000 Bordeaux (France), 92, rue François de Sourdis,
- 2.- Monsieur Jean-Gabriel HUERTA, directeur commercial, demeurant à F-82600 Verdun/Garonne (France), 6, Place de la Capelette,

Lesquels comparants, ont déclaré constituer entre eux une société anonyme régie par les lois du Grand-Duché de Luxembourg, dont ils ont arrêté les statuts comme suit:

Dénomination - Siège - Durée - Objet - Capital

Art. 1^{er}. Il est formé par les présentes entre les souscripteurs et tous ceux qui deviendront propriétaires des actions ci-après créées, une société anonyme sous la dénomination de «GOPLAN SERVICES».

Art. 2. Le siège social est établi dans la commune de Winseler.

Il peut être transféré en tout autre endroit de la commune du siège par simple décision du conseil d'administration ou de l'administrateur unique.

Il peut être transféré en tout autre localité du Grand-Duché de Luxembourg par résolution de l'assemblée générale des actionnaires ou de l'actionnaire unique.

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

La société peut établir par simple décision du conseil d'administration ou de l'administrateur unique, toutes succursales ou établissements secondaires, tant au Luxembourg qu'à l'étranger.

Art. 3. La durée de la société est illimitée.

Art. 4. La société a pour objets:

- l'ingénierie, le conseil et la représentation commerciale,
- le négoce d'ensemble, de sous-ensemble et produits industriels neufs ou d'occasion;
- la gestion de la sous-traitance de prestations,

La société peut prêter ou emprunter avec ou sans garantie, elle peut participer à la création et au développement de toutes sociétés et leur prêter tous concours.

La société a encore pour objet l'acquisition, la location, la gestion et la mise en valeur de tous immeubles pour compte propre.

D'une façon générale, elle peut faire toutes opérations financières, mobilières ou immobilières, industrielles ou commerciales, se rattachant directement ou indirectement à son objet ou tout autre similaire ou connexe, ou susceptible d'en faciliter la réalisation.

Art. 5. Le capital souscrit est fixé à trente et un mille euros (31.000.-EUR) divisé en mille (1000) actions d'une valeur nominale de trente et un euros (31.-EUR) chacune.

La société pourra procéder au rachat de ses propres actions en respectant les dispositions de la loi modifiée du 10 août 1915.

Art. 6. Les actions sont nominatives ou au porteur, au choix de l'actionnaire, à l'exception de celles dont la loi prescrit la forme nominative.

Les actions de la société peuvent être créées, au choix du propriétaire, en titres unitaires ou en certificats représentatifs de plusieurs actions non divisibles.

Administration - Surveillance

Art. 7. La société est administrée par un conseil composé de trois membres au moins, actionnaires ou non. Ils sont nommés par l'assemblée générale des actionnaires, qui déterminera leur nombre.

Toutefois lorsque la société ne comportera qu'un actionnaire unique, ou lorsque les actions auront été réunies en une seule main et que ce fait aura été constaté lors d'une assemblée générale, la composition du conseil d'administration pourra être limitée à un membre jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un actionnaire.

La durée du mandat d'administrateur ne peut excéder six ans. Les administrateurs respectivement l'administrateur unique sont rééligibles et révocables.

Lorsqu'une personne morale est nommée administrateur, celle-ci est tenue de désigner un représentant permanent chargé de l'exécution de cette mission au nom et pour le compte de la personne morale.

Le conseil d'administration élit parmi ses membres un président; en cas d'empêchement du président, la présidence de la réunion peut être conférée à un administrateur présent.

Art. 8. Le conseil d'administration se réunit sur la convocation du président ou sur la demande de deux de ses membres.

Avis écrit de toute réunion du conseil d'administration sera donné à tous les administrateurs au moins quinze (15) jours avant la date fixée pour la réunion, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation de la réunion. La convocation indiquera le lieu de la réunion et en contiendra l'ordre du jour.

Il pourra être passé outre à la convocation à la suite de l'assentiment de chaque administrateur.

Le conseil d'administration ne peut valablement délibérer et statuer que si la moitié au moins de ses membres est présente ou représentée, le mandat entre administrateurs, qui peut être donné par écrit, télégramme, télécopie ou par tout autre moyen de télécommunication informatique, étant admis.

En cas d'urgence, une décision écrite signée par l'ensemble des administrateurs est régulière et valable comme si elle avait été adoptée à une réunion du conseil d'administration, dûment convoquée et tenue. Une telle décision pourra être documentée par un seul écrit ou par plusieurs écrits séparés ayant le même contenu.

Les décisions du conseil d'administration sont prises à la majorité des voix présents ou représentés lors de la réunion; en cas de partage, la voix de celui qui préside la réunion est prépondérante.

Art. 9. Les procès-verbaux de toute réunion du conseil d'administration seront signés par les membres présents. Les procurations resteront annexées aux procès-verbaux.

Les copies ou extraits de ces procès-verbaux, destinés à servir en justice ou ailleurs, sont signés par le président du conseil d'administration ou par deux administrateurs ou par l'administrateur unique.

Art. 10. Le conseil d'administration ou l'administrateur unique a les pouvoirs les plus larges pour accomplir tous les actes nécessaires ou utiles à la réalisation de l'objet social; tous les pouvoirs qui ne sont pas réservés à l'assemblée générale par la loi ou les présents statuts sont de la compétence du conseil d'administration ou de l'administrateur unique.

Art. 11. Le conseil peut déléguer des pouvoirs à un ou plusieurs de ses membres. Le ou les membres au(x)quel(s) la gestion journalière de la société ainsi que la représentation de la société en ce qui concerne cette gestion, est déléguée, porte(nt) alors le titre d'administrateur-délégué.

Le conseil d'administration ou l'administrateur unique peut conférer des pouvoirs définis ou mandats spéciaux ou des fonctions permanentes ou temporaires, de tout temps révocables, à des personnes ou agents de son choix.

Art. 12. Vis-à-vis des tiers, la société est valablement engagée comme suit:

en cas de pluralité d'administrateurs, par les signatures conjointes de deux administrateurs, dont celle de l'administrateur délégué, et en cas d'administrateur unique par sa signature individuelle,

ou par la signature individuelle du délégué ou préposé à la gestion journalière dans le cadre de cette gestion,

ou encore par les signatures de toutes personnes à qui un tel pouvoir de signature aura été conféré, mais seulement dans les limites de ce pouvoir.

Dans tous les cas, la signature d'un administrateur sera suffisante pour représenter la société dans ses rapports avec les administrations publiques.

Art. 13. La surveillance de la société est confiée à un ou plusieurs commissaires, actionnaires ou non, nommés par l'assemblée générale des actionnaires ou l'actionnaire unique, qui déterminera leur nombre et la durée de leur mandat qui ne peut excéder six ans. Ils sont rééligibles et révocables.

Assemblée générale

Art. 14. L'assemblée générale des actionnaires régulièrement constituée représente tous les actionnaires de la société. Elle a les pouvoirs les plus étendus pour faire ou ratifier tous les actes qui intéressent la société.

Lorsque et aussi longtemps que la société compte un actionnaire unique, il exerce les pouvoirs dévolus à l'assemblée générale. Ses décisions sont consignées par écrit dans un procès-verbal.

Art. 15. L'assemblée générale annuelle se réunit de plein droit le troisième jeudi du mois de mai à 15.00 heures, au siège social ou en tout autre endroit à désigner par les convocations.

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

Le conseil d'administration, respectivement l'administrateur unique, ou le commissaire aux comptes peuvent convoquer d'autres assemblées générales; de telles assemblées doivent être convoquées de façon qu'elles soient tenues dans le délai d'un mois si les actionnaires représentant au moins un dixième du capital social le demandent.

Art. 16. Les convocations pour les assemblées générales sont faites conformément aux dispositions légales. Elles ne sont pas nécessaires lorsque tous les actionnaires sont présents ou représentés et qu'ils déclarent avoir eu préalablement connaissance de l'ordre du jour.

Tout actionnaire peut prendre part aux assemblées en désignant par écrit, télégramme, télécopie ou par tout autre moyen de télécommunication informatique, un mandataire, lequel peut ne pas être actionnaire.

Sous réserve des restrictions légales, chaque action donne droit à une voix.

Sauf dispositions contraires de la loi, les décisions sont prises quel que soit le nombre d'actions représentées, à la majorité simple.

Année sociale - Répartition des bénéfices

Art. 17. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

Le conseil d'administration ou l'administrateur unique établit les comptes annuels conformément aux dispositions légales. Au moins un mois avant la date de l'assemblée générale annuelle, il soumet ces documents, ensemble avec un rapport sur les opérations de la société, au commissaire aux comptes qui établira son rapport sur ces documents.

Art. 18. Sur le bénéfice net de l'exercice, il est prélevé cinq pour cent au moins pour la formation du fonds de réserve légale. Ce prélèvement cesse d'être obligatoire lorsque et aussi longtemps que la réserve atteindra le dixième du capital.

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

Le conseil d'administration ou l'administrateur unique peut verser des acomptes sur dividendes dans les conditions prescrites par la loi. Il déterminera le montant ainsi que la date du paiement de ces acomptes.

Dissolution - Liquidation

Art. 19. La société peut être dissoute par décision de l'assemblée générale, statuant suivant les modalités prévues pour les modifications des statuts.

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

Disposition générale

Art. 20. La loi du 10 août 1915 sur les sociétés commerciales, et ses modifications ultérieures, trouveront leur application partout où il n'y est pas dérogé par les présents statuts.

Dispositions transitoires

La première année sociale commence aujourd'hui même et finit le 31 décembre 2013.

La première assemblée générale annuelle se tiendra en l'an 2014.

Par exception aux articles 7 et 11 des statuts, le premier président ainsi que le premier administrateur-délégué peuvent être nommés par l'assemblée générale à tenir immédiatement après la constitution de la société.

Souscription et Libération

Les comparants préqualifiés ont souscrit aux actions créées de la manière suivante:

1.- Monsieur Nicolas CALLENS, préqualifié, cinq cents actions	500
2.- Monsieur Jean-Gabriel HUERTA, préqualifié, cinq cents actions	500
TOTAL: mille actions	1000

Toutes les actions ont été intégralement libérées en espèces, de sorte que la somme de trente et un mille euros (31.000.-EUR) se trouve dès à présent à la disposition de la société, ainsi qu'il en a été justifié au notaire instrumentant moyennant certificat bancaire.

Déclaration

Le notaire instrumentant déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi sur les sociétés commerciales, et en constate expressément l'accomplissement.

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges qui incombent à la société et mis à sa charge en raison de sa constitution, s'élève à environ 1.150.-€.

Assemblée Générale extraordinaire

Et à l'instant les comparants préqualifiés, représentant l'intégralité du capital social, se sont constitués en assemblée générale extraordinaire à laquelle ils se reconnaissent dûment convoqués, et après avoir constaté que celle-ci était régulièrement constituée, ils ont pris, à l'unanimité les résolutions suivantes:

- 1) Le nombre des administrateurs est fixé à trois et celui des commissaires à un.
- 2) Sont appelés aux fonctions d'administrateurs:
 - a) Monsieur Nicolas CALLENS, indépendant, demeurant à F-33000 Bordeaux (France), 92, rue François de Sourdis, né à Courtaî (Belgique), le 19 août 1981,
 - b) Monsieur Jean-Gabriel HUERTA, directeur commercial, demeurant à F-82600 Verdun/Garonne (France), 6, Place de la Capelette, né à Toulouse (France), le 25 février 1965,
 - c) Monsieur Rony CALLENS, retraité, demeurant à F-79000 Niort (France), 11, rue du Bas Surimeau, né à Lendeled (Belgique), le 5 avril 1949.
- 3) Est appelé aux fonctions de commissaire aux comptes, la société HMS FIDUCIAIRE Sarl, établie et ayant son siège social à L-9647 Doncols, 36, Bohey, inscrite au registre de commerce et des sociétés de Luxembourg sous le numéro B121989.
- 4) Est nommé administrateur-délégué, Monsieur Nicolas CALLENS, préqualifié.
- 5) Les mandats des administrateurs, administrateur-délégué, et du commissaire prendront fin à l'issue de l'assemblée générale annuelle de l'an 2016.
- 5) L'adresse du siège social est fixée à L-9654 Grümelscheid, 39, Duerfstrooss.

Dont acte, fait et passé à Hesperange en l'étude du notaire instrumentant, date qu'en tête des présentes.

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

Signé: Callens, Huerta, M.Decker.

Enregistré à Luxembourg Actes Civils, le 1^{er} février 2013. Relation: LAC/2013/5046. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Carole Frising.

POUR EXPÉDITION CONFORME. Délivrée aux fins de dépôt au registre de commerce et des sociétés.

Hesperange, le 12 février 2013.

Référence de publication: 2013022924/184.

(130027540) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 février 2013.

Action Line S.A., Société Anonyme.

Siège social: L-2130 Luxembourg, 27, boulevard Charles Marx.

R.C.S. Luxembourg B 63.355.

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.

Signature.

Référence de publication: 2013026952/10.

(130032738) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Aérienne S.A., Société Anonyme.

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.

R.C.S. Luxembourg B 84.430.

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.

AERIENNE S.A.

Référence de publication: 2013026953/10.

(130033422) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Airtech G.m.b.H., Société à responsabilité limitée.

Siège social: L-9168 Mertzig, 3, Tonnheck.

R.C.S. Luxembourg B 110.116.

Les comptes annuels au 31-12-2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013026955/9.

(130032841) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Alleva Freres S.A., Société Anonyme.

Siège social: L-4755 Pétange, 37, rue de Linger.

R.C.S. Luxembourg B 151.292.

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

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

Référence de publication: 2013026957/9.

(130032972) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Alleva Freres S.A., Société Anonyme.

Siège social: L-4755 Pétange, 37, rue de Linger.

R.C.S. Luxembourg B 151.292.

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013026958/9.

(130032973) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

APPIA Global Infrastructure Portfolio SCA, SICAV-FIS, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2633 Senningerberg, 6, route de Trèves.
R.C.S. Luxembourg B 163.215.

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.

Référence de publication: 2013026962/10.

(130032909) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Arbre et Compagnie S.A., Société Anonyme.

Siège social: L-2320 Luxembourg, 21, boulevard de la Pétrusse.
R.C.S. Luxembourg B 87.160.

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.

ARBRE ET COMPAGNIE S.A.

Société Anonyme

Référence de publication: 2013026964/11.

(130033179) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

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

Siège social: L-1449 Luxembourg, 4, rue de l'Eau.
R.C.S. Luxembourg B 144.000.

Les comptes annuels au 31/12/2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

ARCA S.à r.l.

Référence de publication: 2013026965/10.

(130032974) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

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

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 118.983.

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

Before Us, Maître Arrensдорff, notary residing in Luxembourg, Grand-Duchy of Luxembourg.

THERE APPEARED:

STAR PHARMA INVESTMENT LIMITED, a limited company organized under the laws of the State of Jersey, with registered office at 1, Seaton Place, JE-JE48YJ St Helier, Jersey and registered with the Register of Commerce and Companies of Jersey under number 96396, holding one thousand four hundred forty (1,440) shares of IDE S.AR.L.

SPOKANE INVESTMENTS LIMITED, a limited company organized under the laws of the State of Jersey, with registered office at 28-30, The Parade, Equity Trust House, St Helier, Jersey and registered with the Register of Commerce and Companies of Jersey under number 109684, holding five thousand one hundred seven (5,107) shares of IDE S.AR.L.

(jointly referred to as the Shareholders)

here represented by Ms Chloé Dellandrea, attorney, residing in Luxembourg, acting pursuant to proxies given under private seal.

The said proxies, after having been signed "ne varietur" by the proxyholder of the appearing parties and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

The appearing parties, represented as stated hereabove, have requested the undersigned notary to enact the following:

- STAR PHARMA INVESTMENT LIMITED and SPOKANE INVESTMENTS LIMITED are the shareholders of IDE S.AR.L., a private limited liability company (société à responsabilité limitée), incorporated pursuant to a deed of Maître Paul Bettingen, notary residing in Niederanven, on August 24, 2006, published in the Mémorial C, Recueil des Sociétés et Associations ("Mémorial C") n°1788 on September 25, 2006. The articles of incorporation have been amended for the last time pursuant to a deed of Maître Roger Arrensдорff, notary, residing in Luxembourg, Grand Duchy of Luxembourg, on December 6, 2012, not yet published in the Mémorial C (RC B118.983).

- The IDE's share capital is presently set at three hundred twenty-seven thousand and three hundred fifty dollars (USD 327,350) represented by six thousand five hundred forty-seven (6,547) shares with a par value of fifty dollars (USD 50) each.

Now, therefore, the appearing parties, acting through their proxyholder, have requested the undersigned notary to record the following resolutions:

First resolution

The Shareholders decide to increase the subscribed capital by an amount of five thousand dollars (USD 5,000) to bring it from its present amount of three hundred twenty-seven thousand and three hundred fifty dollars (USD 327,350) to three hundred thirty two thousand three hundred fifty dollars (USD 332,350) by the issuance of one hundred (100) new shares with a par value of fifty dollars (USD 50) each, having the same rights as the already existing shares.

Intervention - Subscription - Payment

Thereupon, SPOKANE INVESTMENTS LIMITED, prenamed and represented as stated above, waives its rights to subscribe for the aforementioned capital increase.

STAR PHARMA INVESTMENT LIMITED, prenamed and represented as stated above, declares to subscribe for one hundred (100) new shares and to have them fully paid up by a contribution in cash of an aggregate amount of five thousand dollars (USD 5,000). The amount of five thousand dollars (USD 5,000) is as from now at the disposal of the Company, evidence thereof having been submitted to the undersigned notary.

The justifying documents of the subscription and of the payment have been produced to the undersigned notary, who expressly acknowledges it.

Second resolution

As a consequence of the preceding resolution, the Shareholders of the Company decide to amend article 5 of the articles of association of the Company, which will henceforth have the following wording:

" **Art. 5. Capital.** The capital of the Company is set at three hundred thirty two thousand and three hundred fifty dollars (USD 332,350) represented by six thousand and six hundred forty seven (6,647) shares with a par value of fifty dollars (USD 50) each."

There being no further business, the meeting is terminated.

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 increase of capital, is approximately seven hundred fifty Euros (EUR 750.-).

The undersigned notary, who knows and understands English, states that on request of the appearing parties, the present deed is worded in English, followed by a French version and in case of discrepancies between the English and the French text, the English version will be binding.

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

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

Suit la traduction française du texte qui précède:

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

Par-devant Maître Arrensdorff, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

ONT COMPARU:

STAR PHARMA INVESTMENT LIMITED, une société anonyme de droit de l'Etat de Jersey avec siège social au 1, Seaton Place, JE-JE48YJ St Helier, Jersey et immatriculée auprès du Registre de Commerce et des Sociétés de Jersey sous le numéro 96396, détenant mille quatre cent quarante (1.440) parts sociales de IDE S.AR.L.

SPOKANE INVESTMENTS LIMITED, une société anonyme de droit de l'Etat de Jersey avec siège social au 28-30, The Parade, Equity Trust House, St Helier, Jersey et immatriculée auprès du Registre de Commerce et des Sociétés de Jersey sous le numéro 109684, détenant cinq mille cent sept (5.107) parts sociales de la société.

(ensemble dénommées les Associés).

ici représentées par Mlle Chloé Dellandrea, avocat, résidant à Luxembourg, en vertu de procurations données sous seing privé.

Lesquelles procurations, après avoir été signées ne varietur par le mandataire des parties comparantes et le notaire instrumentant, resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

Les parties comparantes, représentées comme décrites ci-dessus, ont requis le notaire instrumentant d'acter ce qui suit:

- STAR PHARMA INVESTMENT LIMITED et SPOKANE INVESTMENTS LIMITED sont les associés de IDE S.AR.L, une société à responsabilité limitée constituée suivant acte reçu par Maître Paul Bettingen, notaire de résidence à Niederanven en date du 24 août 2006, publié au Mémorial C, Recueil des Sociétés et Associations («Mémorial C») n°1788 du 25 septembre 2006. Les statuts ont été modifiés pour la dernière fois suivant acte reçu par Maître Roger Arrensdorff, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, en date du 6 décembre 2012, non encore publié au Mémorial C (RC B118.983).

- le capital social de IDE S.AR.L est actuellement fixé à trois cent vingt-sept mille trois cent cinquante dollars (USD 327.350) représenté par six mille cinq cent quarante-sept (6.547) parts sociales ayant une valeur nominale de cinquante dollars (USD 50) chacune.

Les parties comparantes, représentées par le mandataire, ont requis le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

Les Associés décident d'augmenter le capital social souscrit d'un montant de cinq mille dollars (USD 5.000) pour le porter de son montant actuel de trois cent vingt-sept mille trois cent cinquante dollars (USD 327.350) à trois cent trente-deux mille trois cent cinquante dollars (332.350 USD) par l'émission de cent (100) nouvelles parts sociales d'une valeur nominale de cinquante dollars (USD 50) chacune, ayant les mêmes droits que les parts sociales déjà existantes.

Intervention - Souscription - Libération

Ces faits exposés, SPOKANE INVESTMENTS LIMITED, prénommée et représentée comme décrit ci-dessus, renonce à son droit de souscrire à l'augmentation de capital social susmentionnée.

STAR PHARMA INVESTMENT LIMITED, prénommée et représentée comme décrit ci-dessus, déclare souscrire à cent (100) nouvelles parts sociales et les libérer entièrement par un apport en numéraire d'un montant de cinq mille dollars (USD 5.000). La somme de cinq mille dollars (USD 5.000) est à la disposition de la Société, ce qui a été prouvé au notaire instrumentant.

Les documents justificatifs de la souscription et du paiement en numéraire ont été présentés au notaire soussigné, qui le reconnaît expressément.

Deuxième résolution

En conséquence de la résolution précédente, les Associés de la Société décident de modifier l'article 5 des statuts qui aura désormais la teneur suivante:

« **Art. 5. Capital.** Le capital social est fixé à trois cent trente-deux mille trois cent cinquante dollars (USD 332.350) représenté par six mille six cent quarante-sept (6.647) parts sociales ayant une valeur nominale de cinquante dollars (USD 50) chacune».

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

Frais

Les parties ont évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison de l'augmentation de capital à environ sept cent cinquante euros (EUR 750,-).

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

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

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

Signé: DELLANDREA, ARRENSDORFF.

Enregistré à Luxembourg Actes Civils, le 14 décembre 2012. Relation: LAC/2012/59890. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): FRISING.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Luxembourg, le 14 février 2013.

Référence de publication: 2013022956/129.

(130027551) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 février 2013.

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

Siège social: L-1724 Luxembourg, 19-21, boulevard du Prince Henri.

R.C.S. Luxembourg B 161.340.

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.

Société Européenne de Banque

Société Anonyme

Banque Domiciliaire

Signatures

Référence de publication: 2013026970/13.

(130033382) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

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

Siège social: L-1750 Luxembourg, 62, avenue Victor Hugo.

R.C.S. Luxembourg B 116.038.

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 7 février 2013.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2013026973/14.

(130032696) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Azur Investments Holding S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 98.391.

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.

AZUR INVESTMENTS HOLDINGS S.A.

I. SCHUL / Ch. FRANÇOIS

Administrateur de catégorie B / Administrateur de catégorie B et Président du Conseil d'Administration

Référence de publication: 2013026975/12.

(130032824) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Bonnier Luxembourg Sàrl, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 57.013.

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 21 janvier 2013.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2013026987/14.

(130033271) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Baden Capital S.A., Société Anonyme.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.
R.C.S. Luxembourg B 143.577.

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

Référence de publication: 2013026977/9.

(130032986) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Bellefontaine Investments S.A., Société Anonyme.

Siège social: L-1255 Luxembourg, 48, rue de Bragance.
R.C.S. Luxembourg B 175.107.

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: 2013026979/10.

(130033364) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Bonnier Treasury S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 161.605.

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 21 janvier 2013.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2013026988/14.

(130033324) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

BCG Holding Group S.C.S., Société en Commandite simple.

Capital social: EUR 720.081.514,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 97.034.

Les comptes consolidés 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 février 2013.

Référence de publication: 2013026991/11.

(130033251) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Bellanima Bar Sàrl, Société à responsabilité limitée.

Siège social: L-1722 Luxembourg, 1, rue Joseph Heintz.
R.C.S. Luxembourg B 85.491.

Les comptes annuels au 31/12/2004 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 15/02/2012.

Référence de publication: 2013026993/10.

(130033348) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Bellanima Bar Sàrl, Société à responsabilité limitée.

Siège social: L-1722 Luxembourg, 1, rue Joseph Heintz.
R.C.S. Luxembourg B 85.491.

Les comptes annuels au 31/12/2006 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 14/02/2012.

Référence de publication: 2013026994/10.

(130033465) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Bihain Sàrl, Société à responsabilité limitée.

Siège social: L-3313 Bergem, 41B, Grand-rue.
R.C.S. Luxembourg B 122.470.

Les comptes annuels au 31/12/2012 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: 2013026997/10.

(130033292) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Black Woods A.G., Société Anonyme.

Siège social: L-9944 Beiler, 26, Duarrefstrooss.
R.C.S. Luxembourg B 149.636.

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.
Weiswampach, le 25 février 2013.

Référence de publication: 2013026998/10.

(130032775) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

D&S Asia Green Property Fund II, S.A. SIF-SICAV, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 175.124.

STATUTES

In the year two thousand and thirteen, on the twenty-second of January.

Before Us Maître Henri BECK, residing in Echternach, the Grand Duchy of Luxembourg.

THERE APPEARED:

Diener Syz Holding AG, a company incorporated and governed under the laws of Switzerland, having its registered office address at Asylstrasse 77, 8032 Zurich, Switzerland, and registered with the Commercial Register of the Canton of Zurich under number CH-020.3.034.053-1, here represented by Mr. Juerg Syz, with professional address at Asylstrasse 77, 8032 Zurich, Switzerland, acting as the empowered Director of Diener Syz Holding AG, by virtue of the proxy given on January 16, 2013.

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

Such appearing company, represented as stated here above, has required the officiating Notary to enact the deed of incorporation of a Luxembourg public limited liability company ("société anonyme") with variable capital, qualifying as a société d'investissement à capital variable - fonds d'investissement spécialisé (SICAV-SIF) pursuant to the Luxembourg law of February 13th, 2007 relating to specialised investment funds, as such law may be amended, supplemented or rescinded from time to time (hereinafter the "SIF Law"), and which it declares organized by itself and the articles of association of which (hereinafter the "Articles of Association") shall be as follows:

Chapter I. Name, Form, Term, Object, Registered Office

Art. 1. Name and Form. There exists among the subscriber and those who may become owners of shares in the future, a company in the form of a public limited liability company ("société anonyme") with variable capital, under the name of "D&S Asia Green Property Fund II, S.A. SIF-SICAV" governed by the SIF Law (hereinafter the "Company").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg City, the Grand Duchy of Luxembourg.

In the event the Board of Directors considers that extraordinary political, economic or social events liable to compromise the Company's normal operations at the registered office or ease of communication with said registered office or by said office with other countries have occurred or are imminent, it may temporarily transfer the registered office abroad until said abnormal situation no longer exists. However, any such temporary measure shall have no effect on the Company's nationality, which, notwithstanding said temporary transfer of the registered office, shall continue to be a Luxembourg company.

The Company may, by simple decision of the Board of Directors, open branches or offices in the Grand Duchy of Luxembourg or elsewhere.

The registered office may be moved by simple decision of the Board of Directors, either within the commune or, within the limits authorised by Luxembourg law, to another commune of the Grand Duchy of Luxembourg.

Art. 3. Duration. The Company is incorporated for a maximum duration of 9 years beginning as from the Final Closing (as defined in the Memorandum).

Art. 4. Purpose. The purpose of the Company is the investment of the funds available to it directly or indirectly in real estate, securities of all kinds, as well as any other permissible assets in accordance with the SIF Law and the provisions of the private placement memorandum of the Company, as it may be amended from time to time (hereinafter the "Memorandum"), with a view of spreading investment risks and enabling its shareholders to benefit from the results of the management thereof. The Company may take any measures and conduct any operations it deems beneficial for the purpose of achieving or developing its object in accordance with the SIF Law.

Chapter II. Capital

Art. 5. Share Capital. The capital of the Company shall be represented by fully paid-up shares with no nominal value and shall at any time be equal to the total value of the net assets of the Company. The minimum subscribed capital of the Company, increased by any share premium as the case may be, shall be equivalent to one million, two hundred and fifty thousand Euro (EUR 1,250,000.-). Such minimum capital must be reached within a period of twelve months after the date on which the Company has been authorized as a specialised investment fund under the SIF Law.

Upon incorporation, the initial share capital of the Company is five hundred thousand Hong Kong Dollars (HKD 500,000.-) fully paid up, represented by fifty thousand (50,000) shares, of no nominal value, and which are divided into:

- forty thousand (40,000) A Shares (as defined in the Memorandum), without nominal value, all subscribed and fully paid-up; and
- ten thousand (10,000) B Shares (as defined in the Memorandum), without nominal value, all subscribed and fully paid-up.

The base currency of the Company shall be the Hong Kong Dollar (HKD). For the purpose of determining the capital of the Company, the net assets of the Company shall, if not denominated in Hong Kong Dollar, be converted into Hong Kong Dollar and the Company's capital shall be the aggregate of such net assets of the Company.

Art. 6. Capital Variation. The Company's share capital shall vary, without any amendment to the Articles of Association, as a result of the Company issuing new shares or redeeming its shares.

Chapter III. Shares, Net Asset Value

Art. 7. Classes of Shares. In accordance with the provisions of the Memorandum, shares are reserved to institutional, professional or well-informed investors within the meaning of the SIF Law and the Company will refuse to issue shares to the extent the legal or beneficial ownership thereof would belong to persons or companies which do not qualify as institutional, professional or well-informed investors within the meaning of the said law (hereinafter the "Eligible Investors"). Such restriction does not apply to the Company's investment manager and other persons who intervene in the management of the Company.

The Board of Directors may, at any time, create different classes of shares so as to correspond to (i) a specific sales and redemption charge structure and/or (ii) specific minimum investment requirements and/or (iii) different distribution, shareholders servicing or other fees and/or (iv) different types of targeted investors and/or (v) such other features as may be determined by the Board of Directors in accordance with the provisions of the Memorandum.

Those shares shall be issued, in accordance with article 9 hereof, on terms and conditions as shall be decided by the Board of Directors.

Art. 8. Form of Shares. The shares of the Company will be issued in registered form only.

All shares of the Company shall be registered in the register of shareholders kept by the Company or by an entity designated therefore by the Company, and such register shall contain the name of each owner of shares, his residence or elected domicile as indicated to the Company, the number and the class of shares held by him and the amounts paid.

The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such shares. The Board of Directors shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

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

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

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

Fractional shares will not be issued and will be rounded up to the nearest whole number.

Art. 9. Issue of Shares. The Board of Directors is authorized without limitation to issue an unlimited number of shares at any time, without reserving to the existing shareholders a preferential right to subscribe for the shares to be issued.

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

Furthermore, in addition to the restrictions concerning the eligibility of investors as foreseen by the SIF Law, the Board of Directors may determine any other subscription conditions such as the minimum amount of commitments, the minimum amount of the aggregate net asset value of the shares of a class to be initially subscribed, the minimum amount of any additional shares to be issued, the subscription fees amount (if any), the restrictions on the ownership of shares and the minimum amount of any holding of shares. Such other conditions shall be disclosed and more fully described in the Memorandum.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be determined in compliance with the rules and guidelines fixed by the Board of Directors and reflected in the Memorandum. The price so determined shall be payable within a period as determined by the Board of Directors and reflected in the Memorandum.

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

Art. 10. Redemption. The Shareholders may only require for the redemption of all or part of their shares if permitted by the Memorandum and within the limits imposed by the Memorandum, law and these Articles of Association.

In addition, the shares may be redeemed compulsorily whenever the Board of Directors considers redemption to be in the best interests of the Company as well as in any other case provided for in the Memorandum.

The Board of Directors may impose restrictions on the frequency at which shares may be redeemed in any class of shares; the Board of Directors may, in particular, decide that shares of any class shall only be redeemed on such redemption days as provided for in the Memorandum.

The redemption price shall be determined in accordance with the rules and guidelines fixed by the Board of Directors and reflected in the Memorandum for the shares of the Company. The price so determined shall be payable within a period as determined by the Board of Directors and reflected in the Memorandum.

Art. 11. Transfer of Shares. Shares may only be sold, transferred, pledged, encumbered or assigned with the written consent from the Board of Directors, which consent shall not be unreasonably withheld. Any sale, pledge, transfer, encumbrance or assignment of shares is subject to the seller, purchaser, beneficiary of encumbrance or assignee thereof fully and completely assuming in writing prior to the transfer or assignment, all outstanding obligations of the seller under the relevant share subscription agreement entered into by the seller and agreeing to be bound by the terms of the Memorandum and the relevant subscription agreement.

The Board of Directors shall not accept any sale, assignment, pledge or transfer of shares to any purchaser, assignee, pledgee or transferee who may not qualify as Eligible Investor.

Art. 12. Conversion. Shareholders are not entitled to require the conversion of whole or part of their shares of any class into shares of another existing class of the Company, unless otherwise specifically authorised in the Memorandum and under the conditions set forth therein.

Art. 13. Limitations on the Ownership of Shares. The Board of Directors may restrict or block the ownership of shares in the Company by any person (hereinafter a "Prohibited Person") if in the sole opinion of the Board of Directors, the holding of shares by such person may be detrimental to the interests of the existing shareholders and / or the Company,

if it may result in a breach of any law or regulation, whether Luxembourg or otherwise, or if as a result thereof the Company may become exposed to tax or other regulatory disadvantages, fines or penalties that it would not have otherwise incurred. A Prohibited Person includes any investor which does not meet the definition of Eligible Investor.

In such instance, the Board of Directors may:

a) decline to issue any shares and decline to register any transfer of shares when it appears that such issue or transfer might or may have as a result the allocation of ownership of the shares to a Prohibited Person;

b) proceed with the compulsory redemption of all the relevant shares if it appears that a Prohibited Person, either alone or together with other persons, is the owner of shares in the Company. The Company may then compulsorily redeem the shares at the applicable net asset value or as determined in the Memorandum subject to giving such Prohibited Person notice of at least fifteen (15) bank business days, and upon redemption, those shares will be cancelled and the Prohibited Person will cease to be a shareholder. In such event, the Board of Directors may also provide the shareholders of the Company (other than the Prohibited Person) with a right to purchase on a pro rata basis the shares of the Prohibited Person at the net asset value of those shares; or

c) refuse, during any general meeting of shareholders, the right to vote of any shareholder who is or became a Prohibited Person.

Art. 14. Net Asset Value. The net asset value per share will be expressed in the reference currency of the Company and shall be determined by the Company's Central Administrative Agent (as defined in the Memorandum) under the supervision of the Board of Directors on each valuation day as defined in the Memorandum (hereinafter the "Valuation Day"), in accordance with Luxembourg laws and the Luxembourg GAAP.

The net asset value per share is calculated up to two decimal places.

In determining the net asset value per share, income and expenditure are treated as accruing daily.

The net asset value per share on any Valuation Day is determined by dividing: (i) the net assets of the Company on such Valuation Day, by (ii) the number of shares then outstanding in Company, in accordance with the valuation rules set forth in the Memorandum and Luxembourg GAAP.

I. The assets of the Company shall include:

- (i) all equipment installed at the property investments;
- (ii) all properties or property investments rights registered in the name of the Company or any of its subsidiaries, as defined in the Memorandum (hereinafter the "Subsidiaries");
- (iii) all shares, units, convertible securities, debt and convertible debt securities or other securities of Subsidiaries registered in the name of the Company;
- (iv) all shareholdings in convertible and other debt securities of property investments companies;
- (v) all cash in hand or on deposit, including any interest accrued thereon;
- (vi) all bills and demand notes payable and accounts receivable (including proceeds of properties, property investments rights, securities or any other assets sold but not delivered);
- (vii) all bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company;
- (viii) all stock dividends, cash dividends and cash payments receivable by the Company to the extent information thereon is reasonably available to the Company or the depository;
- (ix) all rentals accrued on any real estate properties or interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the value attributed to such asset; and
- (x) all other assets of any kind and nature including expenses paid in advance, insofar as the same have not been written off.

The value of the Company's assets shall be determined as follows:

- (i) property investments registered in the name of the Company or a direct or indirect Subsidiary of the Company will be valued by one or more independent appraisers at the end of each fiscal year and on such other days as the Board of Directors may determine. Half year desktop valuations will be used for the calculation of the net asset value on a Valuation Day other than at the end of each fiscal year;
- (ii) securities listed on a stock exchange or dealt in on another regulated market will be valued on the basis of the last available publicised stock exchange or fair market value;
- (iii) securities which are not listed on a stock exchange nor dealt in on another regulated market will be valued on the basis of the probable net realisation value (excluding any deferred taxation) estimated with prudence and in good faith by the Board of Directors;
- (iv) the value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof; and

(v) all other securities and other assets, including debt securities and securities for which no market quotation is available, are valued on the basis of dealer-supplied quotations or by a pricing service approved by the Board of Directors or, to the extent such prices are not deemed to be representative of market values, such securities and other assets shall be valued at fair value as determined in good faith pursuant to procedures established by the Board of Directors. Money market instruments held by the Company with a remaining maturity of 90 days or less will be valued by the amortised cost method, which approximates fair market value.

The value of all assets and liabilities not expressed in the reference currency of the Company will be converted into the reference currency at the relevant rates of exchange ruling on the relevant Valuation Day. If such quotations are not available, the rate of exchange will be determined with prudence and in good faith by or under procedures established by the Board of Directors.

II. The liabilities of Company shall include all:

- (i) loans and other indebtedness for borrowed money (including convertible debt), bills and accounts payable;
- (ii) accrued interest on such loans and other indebtedness for borrowed money (including accrued fees for commitment for such loans and other indebtedness);
- (iii) accrued or payable expenses (including administrative expenses, management fees, performance fees, investment advisory and property management and advisory fees, depositary fees, paying agency, central administration and domiciliation fees as well as reasonable disbursements incurred by the service providers);
- (iv) known liabilities, present and future, including all matured contractual obligations for payments of money or property investments, including the amount of any unpaid distributions declared by the Company where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;
- (v) appropriate provision for future taxes based on capital and income to the calculation day, as determined from time to time by the Company, and other reserves (if any) authorised and approved by the Board of Directors, as well as such amount (if any) as the Board of Directors may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;
- (vi) the formation expenses of the Company, including the cost of issuing and distributing shares of the Company; and
- (vii) other liabilities of the Company of whatsoever kind and nature reflected in accordance with Luxembourg law. In determining the amount of such liabilities, the Company shall take into account all expenses payable by the Company and may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount pro rata for yearly or other periods.

The Board of Directors, in its discretion, may permit some other method of valuation to be used (like the European Venture Capital Association valuation methods) if it considers that such valuation better reflects the fair value of any asset or liability of the Company. This method will then be applied in a consistent way. The Central Administrative Agent (as defined in the Memorandum) can rely on such deviations as approved by and under the ultimate responsibility of the Board of Directors for the purpose of the net asset value calculation.

For the purpose of the above:

- (i) shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board of Directors on the Valuation Day with respect to which such valuation is made and from such time and until received by the Company the price therefore shall be deemed to be an asset of the Company;
- (ii) shares of the Company to be redeemed (if any) shall be treated as existing and taken into account until the date fixed for redemption, and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;
- (iii) all investments, cash balances and other assets expressed in currencies other than the Hong Kong Dollar shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value per share; and
- (iv) where on any Valuation Day, the Company has contracted to:
 - (A) purchase any asset (if the underlying risks and rewards of transaction are transferred), the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;
 - (B) sell any asset (if the underlying risks and rewards of transaction are transferred), the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered by the Company shall not be included in the assets of the Company;

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

In compliance with the SIF Law, the accounts of the Subsidiaries will not be consolidated with the accounts of the Company.

The total net assets of the Company will be equal to the difference between the gross assets (including the fair market value, being the price determined dynamically at a specific date by buyers and sellers in an open market, of the Property

Investments, as defined in the Memorandum) and the liabilities of the Company based on accounts prepared in accordance with Luxembourg GAAP.

The calculation of the net asset value of the Company shall be made in the manner as provided for in the Memorandum. The latest net asset value per share may be obtained at the registered office of the Company at the latest sixty (60) Bank Business Days, as defined in the Memorandum, after the most recent Valuation Day.

Art. 15. Suspension of Calculation of the Net Asset Value. The Board of Directors may suspend the determination of the net asset value and/or, where applicable, the subscription, redemption and/or conversion (if permitted) of shares, for one or more classes in the Company, in the following cases:

- any period when, as a result of political, economic, military or monetary events or any circumstances outside the control, responsibility and power of the Board of Directors, disposal of the assets owned by the Company is not reasonably practicable without this being seriously detrimental to the interests of shareholders;
- any breakdown in the means of communication normally employed in determining the price of any of the Company's assets or if for any reason the value of any asset of the Company which is material in relation to the determination of the net asset value (as to which materiality the Board of Directors shall have sole discretion) may not be determined as rapidly and accurately as required;
- any period when the value of any wholly-owned (direct or indirect) Subsidiary of the Company may not be determined accurately;
- upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving to dissolve the Company;
- any period when any one of the principal markets or other stock exchanges on which a portion of the assets of the Company, are quoted is closed (otherwise than for ordinary holidays) or during which dealings therein are restricted or suspended; or
- when for any other reason, the prices of any investments cannot be promptly or accurately ascertained.

Notice of such suspension shall be published, if deemed appropriate, by the Board of Directors.

Chapter IV. Administration and Management of the Company

Art. 16. Directors. A Board of Directors comprised of at least three members shall manage the Company. Board members do not need to be Company shareholders. The general meeting of shareholders shall appoint them for a term of office of six years at most, which shall be renewable.

Each director may be removed from office at any time with or without cause or replaced by means of a resolution of the general meeting of shareholders with a majority of at least 75% of the total votes in the Company.

If the seat of a director appointed by the general meeting of shareholders becomes vacant, the directors still in office may temporarily appoint a director. In this case, the general meeting shall make a permanent appointment at its next meeting.

Art. 17. Chairmanship and Board Meetings. The Board of Directors shall appoint a Chairman and possibly one or more Vice-Chairmen from amongst its members. It may also appoint a secretary who does not need to be a director.

The Board of Directors shall meet at the request of the Chairman or, if he is unable to act, a Vice-Chairman or two directors whenever this is in the Company's best interests, at the place, date and time specified in the notice of meeting. Any director who is unable to attend a Board meeting may appoint another director, in writing, telex, fax or any other means of electronic transmission, to represent him and to vote in his stead. A director may represent one or more of his colleagues.

Save for an emergency, all directors shall be given at least 24 hours' notice in writing of any Board meeting. In the event of an emergency, the nature and the reasons thereof shall be mentioned in the notice of meeting. There shall be no need for such notice of meeting if each director consents in writing or by cable, telegram, telex or fax to such waiver of notice. A specific notice of meeting shall not be required for a Board meeting held at a time and venue specified in a resolution that has already been adopted by the Board of Directors.

Board meetings shall be chaired by the Chairman or, in his absence, the eldest of the Vice-Chairmen, if any, or in their absence, the delegated director, if any, or in his absence, the eldest director attending the meeting.

The Board of Directors may conduct business and act only if the majority of directors are present or represented. Decisions shall be taken by a simple majority of votes cast by the directors attending the meeting or represented. The votes cast shall not include those of directors who did not take part in the voting, abstained, or cast a blank or void vote. If, during a Board meeting, there is a tie in voting for or against a decision, the person chairing the meeting shall have a casting vote.

All directors may participate at a Board meeting by telephone conference or by other like means of communications where all individuals attending said meeting can hear one another. Participation at a meeting by these means amounts to attendance in person at said meeting.

Notwithstanding the foregoing provisions, a Board decision may also be taken by circular letter. Such decision shall be approved by all directors who sign a single document or multiple copies thereof. Such decision shall have the same validity and force as if it had been taken at a meeting that had been duly convened and held.

The Chairman or the person who chairs the meeting in his absence shall sign the minutes of Board meetings.

Art. 18. Board Powers. The Board of Directors shall have the broadest powers to carry out all acts of management or disposal in the Company's best interests. All powers not expressly reserved to the general meeting under current law or these Articles of Association shall fall within the remit of the Board of Directors.

With regard to third parties, the Company shall be validly committed by the joint signature of two directors or the sole signature of all individuals to whom powers of signature have been delegated by the Board of Directors.

Art. 19. Daily Management. The Company's Board of Directors may delegate its powers relating to the daily management of the Company's business (including the right to act as the Company's authorised signatory) and to represent it for said management either to one or more directors or to one or more agents who need not necessarily be Company shareholders. Said individuals shall have the powers conferred on them by the Board of Directors. They may sub-delegate their powers, if authorised by the Board of Directors. The Board of Directors may also grant all special mandates by notarised power of attorney or by private power of attorney.

In order to reduce the operating and administrative expenses, while making it possible to achieve more extensive diversification of investments, the Board of Directors may decide that all or part of the Company's assets shall be jointly managed with assets owned by other collective investment undertakings or that all or part of the assets of sub-funds, categories and/or classes shall be jointly managed between them.

Art. 20. Investment Policy and Restrictions. The Board of Directors, applying the principle of the spreading of risks, shall be fully empowered to determine the investment policy and restrictions of the Company, and the course of conduct of the management and business affairs of the Company, within the restrictions as shall be set forth by the Board of Directors in compliance with the SIF Law and as laid down in the laws and regulations of those countries where the shares are offered for sale, or shall be adopted from time to time by resolutions of the Board of Directors and as shall be described in the Memorandum.

Art. 21. Delegation of Management and Advice. The Company may enter into one or more management agreement(s), in the broadest sense of the term within the meaning of the SIF Law, or consultancy agreements with any Luxembourg or foreign company within the limits and subject to the conditions authorised by law.

The Board of Directors may create from time to time one or several committees composed of the directors and/or external persons and to which it may delegate powers and roles as appropriate.

Art. 22. Conflict of Interest. No contract and transaction that the Company may enter into with other companies or firms may be affected or invalidated by the fact that one or more directors or executive directors of the Company has/have any interest whatsoever in such other company or firm or by the fact that he is a director, shareholder or partner, executive director or employee thereof.

The director or executive director of the Company who is a director, executive director or employee of a company or firm with which the Company signs contracts or otherwise does business shall not thereby be deprived of the right to deliberate, vote and act in connection with matters related to such contracts or such business. In the event a director or an executive director has a personal interest in a Company transaction, said director or executive director shall inform the Board of Directors of his personal interest and shall not deliberate or take part in the vote on said transaction. A report on said transaction and on the personal interest of such director or non-executive director shall be submitted at the next meeting of shareholders.

Art. 23. Indemnification. The Company may indemnify any director, manager, officer, executive or authorized representative of the Company, together with 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 activities on behalf of the Company, 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 willful misconduct; in the event of an out-of-court settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by a counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which such person may be entitled.

Chapter V. General meetings

Art. 24. General Meetings of the Shareholders. The general meeting of shareholders shall represent the entire body of the shareholders. Its resolutions shall be binding upon all the shareholders regardless of the class of shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

If and to the extent specifically required by applicable laws, each amendment to these Articles of Association entailing a variation of rights in a class of shares must be approved by a resolution of the shareholders' meeting of the Company and of a separate meeting(s) of the holders of shares of the relevant class(es) concerned.

General meetings of shareholders shall be convened by the Board of Directors, or by shareholders holding a minimum of 10% of the Company's share capital. General meetings of shareholders shall be convened pursuant to a notice given by the Board of Directors setting forth the agenda and sent by registered letter at least eight (8) calendar days prior to the meeting to each registered shareholder at the shareholder's address recorded in the register of registered shares.

An extraordinary general meeting convened to amend any provisions of the Articles of Association shall not validly deliberate unless at least one half of the capital is represented and the agenda indicates the proposed amendments to the Articles of Association.

If the first of these conditions is not satisfied, a second meeting may be convened, in the manner prescribed by the Articles of Association, by means of notices published twice, at fifteen days interval at least and fifteen days before the meeting in the Luxembourg official gazette, the Mémorial, and in two Luxembourg newspapers. Such convening notice shall reproduce the agenda and indicate the date and the results of the previous meeting. The second meeting shall validly deliberate regardless of the proportion of the capital represented. At both meetings, decisions, in order to be adopted, must be carried by at least two-thirds of the votes of the shareholders present or represented.

The annual general meeting of shareholders shall be held at the Company's registered office or at any other location in the Luxembourg City, to be specified in the notice of the meeting, at 12:00 (Central European Time) on first Monday of August of each year. If this day is not a banking day in Luxembourg, the annual general meeting shall be held on the next banking day. The annual general meeting may be held abroad if, in the opinion of the Board of Directors, exceptional circumstances beyond the scope of the Company's or of its shareholders' control will so require.

Other general meetings of shareholders may be held at the place and on the date specified in the notice of meeting.

If all shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the shareholders can waive all convening requirements and formalities so that the general meeting may take place without notice of meeting.

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

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

Each share, whatever its value, shall provide entitlement to one vote. Fractions of shares do not give their holders any voting right.

Shareholders may take part in meetings by designating in any formal writing, other persons to act as their proxy.

Art. 25. General Meetings of Shareholders in a Class of Shares. The shareholders in any class of shares may hold, at any time, general meetings of shareholders to decide on any matter, which relate exclusively to such class.

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

Chapter VI. Financial Year, Distributions

Art. 26. Financial Year. The Company's financial year shall start on April 1st of each year and shall end on March 31st of each year. The Company shall publish an annual report in accordance with Luxembourg laws.

Art. 27. Distributions. Distributions shall be paid in accordance with the order of payments set forth in the Memorandum, and, in particular, the Distribution Waterfall, as defined in the Memorandum. The general meeting of shareholders of the Company, upon proposal by the Board, within the limits provided by law, shall determine how the profits, if any, shall be treated, and from time to time may declare, or authorize the Board of Directors to declare, dividends, provided, however, that the capital of the Company does not fall below the prescribed minimum capital. Such rule, however, shall not apply after the final repayment or liquidation of the Company has commenced.

The Board may in its discretion decide to pay interim dividend in compliance with the conditions set forth by law.

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

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

Any dividend distribution that has not been claimed within five (5) years of its declaration shall be forfeited in favour of the Company.

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

Chapter VII. Auditor

Art. 28. Auditor. The Company shall have the accounting data contained in the annual report audited by an independent auditor ("réviseur d'entreprises agréé") appointed by the shareholders' general meeting. The independent auditor shall fulfill all duties prescribed by Luxembourg laws and be entitled to a remuneration to be borne by the Company.

Chapter VIII. Depositary

Art. 29. Depositary. The Company will appoint a depositary which meets the requirements of the SIF Law. The depositary shall fulfill the duties and responsibilities as provided for by the SIF Law and be entitled to a remuneration to be borne by the Company.

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

Chapter IX. Dissolution, Liquidation

Art. 30. Dissolution, Liquidation. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements necessary for the amendment to these Articles of Association.

Whenever the share capital falls below two-thirds (2/3) of the minimum capital referred to in article 5 hereof, the question of the dissolution of the Company shall be referred by the Board of Directors to the general meeting. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth (1/4) of the minimum capital referred to in Article 5 hereof; in such an event, the general meeting shall be held without any quorum and the dissolution may be decided by shareholders holding one-fourth (1/4) of the shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty (40) days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation.

Liquidation will take place in accordance with applicable Luxembourg laws. The net proceeds of the liquidation will be distributed to shareholders in proportion to their rights.

At the end of the liquidation process of the Company, any amounts that have not been claimed by the shareholders will be paid into the Caisse des Consignations, which keeps them available for the benefit of the relevant shareholders during the duration provided for by law.

Chapter X. General Provisions

Art. 31. Applicable Law. In respect of all matters not governed by these Articles of Association, the parties shall refer to the provisions of the law of 10th August 1915 on commercial companies and the amendments thereto, and the relevant laws and regulations applicable to Luxembourg undertakings for collective investment, notably the SIF Law.

Subscription - Payment

The capital has been subscribed as follows:

Name of the subscriber	Number of subscribed shares	Value (HKD)
Diener Syz Holding AG	40,000 A Shares	400,000
Diener Syz Holding AG	10,000 A Shares	100,000
Total:	50,000 A Shares	500,000

Upon incorporation, the A Shares and the B Shares (as defined in the Memorandum) were fully paid up, as it has been justified to the undersigned Notary.

Transitory provisions

1. - The first financial year shall begin on the date of incorporation of the Company and shall end on March 31st, 2014.

2. - The first general annual meeting of shareholders shall be held in 2014. The first annual report of the Company will be dated March 31st, 2014.

The company shall start its activities subject to the SIF Law only after it has obtained the required authorization to do so from the Luxembourg financial regulator the "Commission De Surveillance Du Secteur Financier".

Costs

The expenses, costs, fees or charges in any form whatsoever which shall be borne by the Company as a result of its incorporation are estimated at approximately one thousand four hundred Euro (€ 1.400.-).

Statement

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

Extraordinary general meeting of shareholders

Immediately after the incorporation of the Company, the above-named company, representing the entire subscribed capital and considering itself as duly convened, has immediately proceeded to an extraordinary general meeting. Having first verified that it was regularly constituted, the meeting took the following resolutions:

First resolution

The registered office of the Company shall be 33A, Avenue J.F. Kennedy, L-1855 Luxembourg, the Grand Duchy of Luxembourg.

Second resolution

The number of directors is fixed at three (3) and the following persons are elected as directors for a maximum period of six (6) years, their mandate expiring on occasion of the annual general meeting of shareholders to be held in 2018:

(i) Mr. Juerg Syz, manager, born on January 29th, 1977, in Zurich, Switzerland, with professional address at Asylstrasse 77, 8032 Zurich, Switzerland;

(ii) Mr. Andrew Goodridge, manager, born on May 12th, 1973, in Mexico City, Mexico, with professional address at 291 Fumin Rd, Suite 706, 200031 Shanghai, People's Republic of China; and

(iii) Mr. Marcel Van Laetem, manager, born on August 24th, 1952, in Meise, Belgium, with professional address at 34, avenue Marie-Thérèse, L-2132 Luxembourg, the Grand Duchy of Luxembourg.

Third resolution

The independent auditor ("réviseur d'entreprises agréé") for the Company shall be PricewaterhouseCoopers, Société coopérative, with registered office address at 400 Route d'Esch, L-1014 Luxembourg, the Grand Duchy of Luxembourg.

The independent auditor shall remain in office until the close of annual general meeting approving the accounts of the Company as of March 31st, 2014.

Declaration

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

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

Signé: J. SYZ, Henri BECK.

Enregistré à Echternach, le 25 janvier 2013. Relation: ECH/2013/148. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): J.-M. MINY.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 13 février 2013.

Référence de publication: 2013022816/503.

(130027407) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 février 2013.

Crown Packaging Lux I S.à r.l., Société à responsabilité limitée.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 156.281.

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 21 janvier 2013.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2013027014/14.

(130033384) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Bridgepoint Europe III Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 112.153.

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 7 février 2013.

Référence de publication: 2013027001/10.

(130033121) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

BSC Luxembourg S.A., Société Anonyme.

Siège social: L-8360 Goetzingen, 22, rue de Windhof.
R.C.S. Luxembourg B 64.638.

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: 2013027005/10.

(130032804) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

C&D - Associés S.à r.l., Société à responsabilité limitée.

Siège social: L-8077 Bertrange, 200A, rue de Luxembourg.
R.C.S. Luxembourg B 144.599.

Constituée par-devant Me Alex WEBER, notaire de résidence à Bascharage, en date du 22 janvier 2009, acte publié
au Mémorial C no 469 du 4 mars 2009.

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.

C&D – Associés S.à r.l.

Référence de publication: 2013027009/12.

(130032734) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Crown Packaging Lux II S.à r.l., Société à responsabilité limitée.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.
R.C.S. Luxembourg B 156.282.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 21 janvier 2013.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2013027016/14.

(130033427) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Camoplast Solideal Holding S.A., Société Anonyme.

Siège social: L-1611 Luxembourg, 65, avenue de la Gare.
R.C.S. Luxembourg B 162.661.

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 25 février 2013.

Référence de publication: 2013027017/11.

(130032806) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Canepa Green Energy, Société Anonyme.

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

R.C.S. Luxembourg B 166.281.

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

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

Belvaux, le 25 février 2013.

Référence de publication: 2013027018/10.

(130033301) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Cardea International Fund S.C.A., SICAV-SIF, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 155.710.

Les statuts coordonnés suivant l'acte n° 65949 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013027020/11.

(130032969) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Cialo Ru S.A., Société Anonyme.

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

R.C.S. Luxembourg B 125.512.

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.

Référence de publication: 2013027024/9.

(130033338) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

CN Holdings Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: USD 724.320.100,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 150.109.

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 février 2013.

Référence de publication: 2013027028/10.

(130032660) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

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

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

R.C.S. Luxembourg B 10.529.

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.

DUVA SPF S.A.

Ch. FRANCOIS / S. BAERT

Administration / Administrateur et Président du Conseil d'Administration

Référence de publication: 2013027066/12.

(130032748) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2013.

Marth Invest S.à r.l., Société à responsabilité limitée.

Siège social: L-8392 Nospelt, 7, rue de Goebblange.

R.C.S. Luxembourg B 138.842.

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

Par devant Maître Paul DECKER, notaire de résidence à Luxembourg.

A comparu:

- 1.- Monsieur René MARTH, commerçant, demeurant à L-8392 Nospelt, 7, rue de Goebblange,
- 2.- Madame Marie-Barbe THILL, employée privée, demeurant à L-8392 Nospelt, 7, rue de Goebblange,
- 3.- Monsieur Patrick MARTH, commerçant, demeurant L-8392 Nospelt, 14B, rue de Goebblange,
- 4.- Madame Sonja CUKA, éducatrice diplômée, demeurant à L-8392 Nospelt, 14B, rue de Goebblange.

5.- René MARTH S.à r.l., une société à responsabilité limitée, ayant son siège social au 7, rue de Goebblange, L-8392 Nospelt, inscrite au Registre de Commerce et des sociétés à Luxembourg sous le numéro B138.842, représentée par ses deux gérants Monsieur René Marth, prénommé, et Monsieur Patrick Marth, prénommé,

Lesquels comparants, présents ou dûment représentés, sont les seuls associés de la société Marth Invest S.à r.l., ayant son siège social à L-8392 Nospelt, 7, rue de Goebblange, constituée suivant acte reçu par le notaire instrumentant en date du 9 mai 2008 (R.C.S. Luxembourg B138.842).

Lesquels comparants ont demandé au notaire instrumentant d'acter ce qui suit:

Cession de parts

René MARTH S.à r.l., prénommée, ici représentée comme-ci avant, cède par les présentes ses soixante (60) parts sociales qu'elle détient dans la prédite société à la société MARTH Group S.à r.l., ayant son siège social à L-8392 Nospelt, 7, rue de Goebblange (R.C.S. Luxembourg B 157.912).

Prix

La présente cession de parts a eu lieu pour et moyennant le prix convenu entre parties de mille cinq cent euros (1.500.-EUR)

que la cessionnaire, ici représentée comme il est dit ci-avant, s'oblige ainsi que ses héritiers et ayants-droit indivisiblement à payer au cédant au plus tard pour le 31 décembre 2012, sans intérêts jusque-là, passé ce délai le prix portera automatiquement et sans mise en demeure préalable intérêts à six pour cent (6%) l'an jusqu'à solde.

La cessionnaire est, à partir de ce jour, subrogée dans tous les droits et obligations attachés aux parts cédées.

Acceptation

Monsieur René Marth, prénommé, et Monsieur Patrick Marth, prénommé, en leur qualité de gérant de la société déclarent accepter ladite cession, au nom de la société conformément à l'article 1690 du Code Civil et déclarent qu'ils n'ont entre leurs mains aucune opposition ni empêchement qui puisse arrêter l'effet de la susdite cession. Ces cessions de parts sont approuvées conformément à l'article six (6) des statuts et les associés les considèrent comme dûment significées à la société,

Ces cessions de parts sont approuvées conformément à l'article six (6) des statuts et les associés les considèrent comme dûment significées à la société, conformément à l'article 1690 du code civil et à l'article 190 de la loi sur les sociétés commerciales.

Le cessionnaire susdit, est propriétaire des parts sociales lui cédées à partir de la date des cessions.

Evaluation des frais

Tous les frais et honoraires du présent acte incombant à la société à raison de la présente augmentation de capital sont évalués à la somme de neuf cent trente euros (930.-EUR).

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

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

Signé: R.MARTH, M.-B.THILL, P. MARTH, S. CUKA, P. DECKER.

Enregistré à Luxembourg A.C., le 19 décembre 2012. Relation: LAC/2012/60903. Reçu 12.-€ (douze Euros)

Le Releveur (signé): Irène THILL.

POUR COPIE CONFORME, délivrée au Registre de Commerce et des Sociétés à Luxembourg.

Luxembourg, le 13 février 2013.

Référence de publication: 2013023039/53.

(130027429) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 février 2013.