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MEMORIAL

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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.

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Fattal Hotels HoldCo SCS, Société en Commandite simple.

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

R.C.S. Luxembourg B 175.928.

STATUTES

In the year two thousand and thirteen, on the fifteenth Day of February.

Before Us, Maître Martine DECKER, notary, residing in Hesperange, Grand Duchy of Luxembourg.

There appeared:

1.- Fattal Hotels (GP) Sàrl, a private limited liability company (société à responsabilité limitée), with registered office at 4, Rue Dicks, L-1417, Grand Duchy of Luxembourg, incorporated under the laws of the Grand Duchy of Luxembourg, incorporated on February 15th, 2013 pursuant to a deed of the undersigned notary, not yet published in the Memorial C, Recueil des Sociétés et Associations (hereinafter the "General Partner"),

here represented by its Sole Manager Ole Marquardt, lawyer, residing professionally at 4, Rue Dicks, L-1417 Luxembourg,

and

2.- Fattal Hotels Ltd (Israel), a limited liability company, with registered office at 3 Ammunition Hill, 67 023 Tel Aviv-Jaffa (Israel), duly formed and registered on March 29th 1974 with the Israeli registrar of Companies, under the Israeli Companies Law, and registered with the Israeli Registrar of Companies under the number 51-067881-6 (hereinafter, the "Initial Limited Partner"),

and all those who may become limited members in the future are collectively herein referred to as the limited partners (the "Limited Partners"),

here represented by Bakary Sylla, residing professionally at 12, rue Léandre Lacroix, L-1913 Luxembourg, by virtue of proxy given under private seal on 13 February 2013,

Said proxy, initialled "ne varietur" by the appearing persons and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Such appearing parties, represented as here above, have requested the notary to document the limited partnership (société en commandite simple) created between them and its articles of association (the "Articles of Association") as follows:

Art. 1. Form - Name. There is hereby formed among the subscribers and all those who may become holders of interests hereafter issued, a Luxembourg limited partnership (société en commandite simple) which will be governed by the law of 10 August 1915 on commercial companies, as amended (the "Companies Law"), and by these Articles of Association, under the name of Fattal Hotels Holdco SCS (the "Partnership").

Art. 2. Registered office. The registered office of the Partnership shall be located at Luxembourg-City, Grand Duchy of Luxembourg.

It may be transferred to any other place within the Grand Duchy of Luxembourg by means of a resolution of the general meeting of the Limited Partners.

Art. 3. Duration. The Partnership has been established for an unlimited period.

Art. 4. Object and Investment objectives.

(1) The purpose of the Partnership is the direct or indirect holding of participations, in any form whatsoever, in Luxembourg and foreign real estate companies and any other form of real estate investment, the acquisition by purchase, subscription or in any other manner as well as the transfer of securities of any kind by sale, exchange or otherwise and the administration, control and development of its real estate portfolio located in Germany.

(2) The purpose of the Partnership is also to invest in real estate property, either by means of purchase, exchange or such other manners as well as the disposal, the administration, the development and the management of real estate property, and to carry out any operation relating directly or indirectly thereto or which it may deem useful in the accomplishment and development of this purpose.

(3) The Partnership may further guarantee, borrow in any form and proceed to the issue of bonds and debentures by way of private placement or grant loans in any other form or otherwise assist the companies in which it holds a direct or indirect participation or which form part of the same group of companies as the Partnership.

(4) The Partnership may further act as a member with limited liability for all debts and obligations of memberships or similar corporate structures.

(5) The Partnership may carry out any transactions, whether commercial or financial which are directly or indirectly connected with its corporate object, at the exclusion of any regulated activity, and engage in any lawful act or activity and exercise any powers permitted under the Companies Law, that, in either case, are incidental to and necessary or con-

venient for the accomplishment of the above mentioned purposes; provided that same are not contrary to the foregoing purposes and are not otherwise prohibited by any agreements to which the Partnership may then be a party.

(6) The above enumeration is indicative and not limitative, provided that any aforementioned purpose is subject to applicable Luxembourg laws, in particular the provisions of the Companies Law.

Art. 5. Liabilities.

(1) The Limited Partners shall have no personal obligation for the debts or liabilities of the Partnership except as provided in the Articles of Association and in the Companies Law and shall only be liable to make capital contributions to the Partnership to the extent of their respective commitments to the Partnership.

(2) The General Partner, which is acting as the manager of the Partnership shall be fully liable for the Partnership's debts, liabilities and obligations exceeding the Partnership's assets.

Art. 6. Capital. The Partnership's initial capital is set at twenty thousand and one Euro (EUR 20,001.-), divided into one (1) General Partner's interest of one Euro (EUR 1.-) and twenty thousand (20,000) Limited Partners' interests of one Euro (EUR 1.-) each.

The Limited Partners' interests may be issued in one or more classes.

The total cash contributions of the General Partner and the Initial Limited Partner have been fully paid in.

The General Partner may agree to increase the capital of the Partnership at any time by a decision of the general meeting of the Limited Partners with approval of the majority of the Limited Partners representing three quarters of the Partnership interests and the corresponding number of additional interests without par value shall be issued by the Partnership.

Art. 7. Form of Interests.

(1) The Partnership shall issue interests in registered form only.

(2) All issued interests shall be registered in the register of partners kept by the General Partner, and such register shall contain the name of each owner of interests, his residence or elected domicile as indicated to the Partnership and the number of interests held by him and the amount paid up for the subscription of such interests. The inscription of the Partner's name in the register evidences his right of ownership on such interests.

(3) Limited Partners shall provide the Partnership with an address to which all notices and announcements may be sent. Such address will also be entered into the register of partners. A Limited Partner may, at any time, change his address as entered into the register by means of a written notification to the Partnership at its registered office, or at such other address as may be set by the General Partner from time to time.

(4) The Partnership recognises only one single owner per interest. If one or more interests are jointly owned or if the ownership of such interests is disputed, all persons claiming a right to such interests have to appoint one single attorney to represent such interests towards the Partnership. The failure to appoint such attorney implies a suspension of all rights attached to such interests.

Art. 8. Restrictions on the ownership of Interests. The General Partner may restrict or prevent the ownership of interests by any person, for any reason whatsoever. In particular, without any limitation, the General Partner may restrict or prevent the ownership of interests, if in the opinion of the General Partner such holding may be detrimental to the Partnership, if it may result in a breach of any law or regulation, whether Luxembourgish or foreign; or if as a result thereof the Partnership may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred.

Art. 9. Conversion and Transfer of Interests.

(1) The General Partner may only sell, assign, transfer, pledge or encumber (together "transfer") all or any portion of its General Partner's Interest, if such sale, assignment, transfer, pledge or encumbrance (together "transfer") is approved by a resolution of the general meeting adopted in the manner required to amend the Articles of Association.

(2) A Limited Partner may not transfer his interests except with the prior written consent of the General Partner, which shall not be unreasonably withheld. Any transfer is subject to the purchaser, assignee, transferee, pledgee or beneficiary of the encumbrance thereof (together "transferee") fully and completely assuming in writing, prior to the transfer, all outstanding obligations of the Limited Partner selling, assigning, transferring, pledging or encumbering the Interests (together "transferor").

(3) Transfers of interests must be made by a notarial or a private deed. They are not valid vis-à-vis the Partnership and the third parties until they have been notified to the Partnership or accepted by the Partnership through a notarial deed.

Art. 10. Management. The Partnership shall be managed by the General Partner or its successor as the case may be, in its capacity as a sole general partner (associa gérant commandite) of the Partnership.

Any change in the management or replacement of the General Partner will have to be agreed upon by the general meeting of the Limited Partners.

Art. 11. Powers of the General Partner.

(1) The General Partner shall have the broadest powers to administer and manage the Partnership, to act in the name of the Partnership in all circumstances and to carry out and approve all acts and operations consistent with the corporate object of the Partnership.

(2) The General Partner has all powers and capacity to represent the Partnership vis-à-vis third parties.

(3) All powers not expressly reserved by law or these Articles of Association to the general meeting shall be within the competence of the General Partner.

Art. 12. Restrictions on the Limited Partners. The Limited Partners shall take no part in the operation of the Partnership or the management or control of its business and affairs, and shall have no right or authority to act for the Partnership or to take any part in or in any way to interfere in the conduct or management of the Partnership or to vote on matters relating to the Partnership other than as provided in the Companies Law or as set forth in the Articles of Association.

Art. 13. General meeting of the Limited Partners. The general meeting of Limited Partners shall represent the entire body of Limited Partners of the Partnership. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Partnership, provided that, unless otherwise provided herein, no resolution shall be validly passed unless approved by the General Partner.

The general meeting of Limited Partners shall meet upon call by the General Partner.

An annual general meeting of Partners shall be held on the third Friday of the month of July at 10.00 a.m. for the purpose of approving the annual accounts and the report of the General Partner. The General Partner shall have sole responsibility for preparing the annual accounts and the report and shall submit the relevant documents for approval of the Limited Partners at the above mentioned meeting.

Other meetings of Limited Partners may be held at such places and times as may be specified in the respective notices of meeting.

General meetings of Limited Partners shall be convened pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each Limited Partner at the Limited Partner's registered address. The giving of such notice to Partners needs not be justified to the meeting. The agenda shall be prepared by the General Partner.

As all interests of the Partnership are in registered form, notices to Limited Partners may be mailed by registered mail only.

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

The General Partner may determine all other conditions that must be fulfilled by the Limited Partners in order to attend any meeting of Limited Partners.

All general meetings shall be presided over by the General Partner or its designee.

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

The General Partner may fix in advance a date, not exceeding fifty days, preceding the date of any meeting of Limited Partners as a record date for the determination of the Limited Partners entitled to notice of, and to vote at, any such meeting and in such case such Limited Partners and only such Limited Partners as shall be Limited Partners of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting, notwithstanding any transfer of any interests of the Partnership on the register of Limited Partners after any such record date fixed as aforesaid.

Each interest of the Partnership is entitled to one vote at all general meetings of Limited Partners, in compliance with Luxembourg law and the Articles of Association. A Limited Partner may act at any meeting of Limited Partners by giving a written proxy to another person, who need not be a Limited Partner.

The presence, in person or represented by proxy, of Limited Partners whose aggregate voting rights constitute a majority of all voting rights shall constitute a quorum. If a meeting of the Limited Partners cannot be organised because a quorum shall not be present or represented, the Limited Partners entitled to vote at such meeting, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time until a quorum shall be present or represented. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting at which a quorum shall be present or represented, the Limited Partners may transact any business which might have been transacted at the original meeting.

Unless otherwise provided by law or herein, resolutions of the general meeting, including in particular approval of the annual accounts and changes in interest capital are passed, subject to the approval by the General Partner, by a simple majority vote of the Limited Partners present or represented.

Art. 14. Accounting year. The Partnership's accounting period starts on the 1st April and ends on the 31st March of the following year.

Art. 15. Allocation of profits and Losses between Limited Partners. All profits and losses of the Partnership shall be allocated between the Limited Partners in proportion to the number of Partnership interests held by each of them in the Partnership.

Art. 16. Distribution of income proceeds and Capital proceeds between Limited Partners. All proceeds of the Partnership shall be distributed by the general meeting of the Limited Partners, upon proposal of the General Partner.

Art. 17. Conflicts of interest. No contract or other transaction between the Partnership and any other company or firm shall be affected or invalidated by the fact that the General Partner or any one or more of the officers of the General Partner is interested in, or is a director, associate, officer or employee of, such other company or firm. Any officer of the General Partner who serves as a director, associate, officer or employee of any company or firm with which the Partnership shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any officer of the General Partner may have in any transaction of the Partnership an interest opposite to the interests of the Partnership, such officer shall make known to the General Partner such opposite interest and shall not consider or vote on any such transaction, and such transaction and such officer's interest therein shall be reported to the next succeeding general meeting of the Limited Partners.

The term "opposite interest", as used in the preceding paragraph, shall not include any relationship with or without interest in any matter, position or transaction involving any person, company or entity as may from time to time be determined by the General Partner on its discretion.

Art. 18. Indemnification and Liability.

(1) The Partnership agrees to indemnify and hold harmless out of the Partnership's assets the General Partner or any associate thereof (the "Indemnified Persons") against any and all liabilities, actions, proceedings, claims, costs, demands, damages and expenses (including legal fees) incurred or threatened arising out of or in connection with or relating to or resulting from the Indemnified Person being or having acted as a general partner or manager in respect of the Partnership or arising in respect of or in connection with any matter or other circumstance relating to or resulting from the exercise of its powers as a general partner or manager or from the provision of services to or in respect of the Partnership or under or pursuant to any management agreement or other agreement relating to the Partnership or in respect of services as a nominated director or which otherwise arise in relation to the operation, business or activities of the Partnership provided however that any Indemnified Person shall not be so indemnified with respect to any matter resulting from their fraud, wilful misconduct, bad faith or reckless disregard for their obligations and duties in relation to the Partnership or, save in the case of Indemnified Persons who are individuals (i.e. any officer, director, limited partner, agent, member, adviser, consultant, partner or employee of the General Partner, the services providers or any associate thereof), their negligence (provided that such negligence has had a material adverse economic effect on the partners or the Partnership), or, in the case of the General Partner, any matter resulting from a breach of any duty it may have, or any liability it may incur, to the Partnership or any Limited Partner under the Companies Law.

(2) The indemnities under this Article 18 shall continue in effect notwithstanding that the Indemnified Person shall have ceased to act as General Partner or otherwise to provide services to or in respect of the Partnership or to act in any of the capacities described in this Article 18.

(3) The General Partner shall not be liable to any Limited Partner or to the Partnership for the negligence, dishonesty or bad faith of any agent acting for the General Partner or for the Partnership provided that such agent was selected, engaged and retained by the General Partner, applying reasonable care.

Art. 19. Dissolution and Liquidation. The Partnership may at any time be dissolved by a resolution of the general meeting subject to the quorum and majority requirements of the general meeting of Limited Partners.

Liquidation shall be carried out by the General Partner, unless the general meeting of the Limited Partners appoints one or more other liquidators who need not be Limited Partners. The general meeting shall in each case determine the powers and compensation of any liquidator(s). The net liquidation proceeds shall be distributed by the liquidator(s) to the Limited Partners in proportion to their Interest in the Partnership.

Art. 20. Amendments of the Articles of Association. The Articles of Association may only be amended (whether in whole or in part) by the written consent of the General Partner and of the Limited Partners holding more than two thirds of the aggregate number of all classes of interests of the Partnership issued, provided however that no such variation shall be made which:

- shall impose upon any Limited Partner any obligation to make any further payment to the Partnership beyond the amount of its original subscription;
- increases the liabilities of or obligations of, or diminishes the rights of or protections of, a particular Limited Partner or a particular group of Limited Partners differently than the other Limited Partners under the Articles of Association; or
- otherwise modifies the limited liability of any Limited Partner, without the affirmative consent of all Limited Partners adversely affected thereby and provided further that no variation may be made to this Article 20 without the unanimous consent of all Limited Partners.

Art. 21. Governing law. The Articles of Association and the rights, obligations and relationships of the parties hereto shall be governed by and construed in accordance with the laws of Luxembourg and in particular by the Companies Law and all the parties irrevocably agree that the courts of Luxembourg shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Articles of Association and that accordingly any suit, action or proceedings arising out of or in connection with these Articles of Association shall be brought in such courts.

Art. 22. General provision. For everything that is not provided for in the Articles of Association, the parties refer to the legal provisions on the matter.

*Transitional dispositions
First accounting year*

The first accounting year shall begin on the date of the formation of the Partnership and shall terminate on 31st March 2013.

First annual meeting

The first annual general meeting of the Limited Partners shall take place in the year 2013.

Subscription

The General Partner, Fattal Hotels (GP) Sarl, makes a contribution in the amount of one Euro (EUR 1.-) totally paid-up as certified by a banking certificate delivered to the notary, for which it is granted the single General Partner's Interest.

The Initial Limited Partner, Fattal Hotels Ltd (Israel), makes a contribution in the amount of twenty thousand Euro (EUR 20,000.-) totally paid-up as certified by a banking certificate delivered to the notary, for which it is granted one hundred limited partners' interests.

Estimate of costs

The amount of costs, expenditures, remunerations and charges, of any kind whatsoever, which lies on the Partnership due to the presents, are estimated at an amount of EUR 1,200.-

Extraordinary limited partners meeting

The aforementioned appearing parties, representing the whole of the capital subscribed and considering themselves as duly convened, have afterwards formed an extraordinary Limited Partners' meeting.

After having noted that the present meeting is properly formed, they unanimously took the following resolutions:

- The registered office of the Partnership is fixed at 4, Rue Dicks, L-1417 Luxembourg, Grand Duchy of Luxembourg.

Declaration

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

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

The document having been read to the attorney in fact of the persons appearing, he signed together with the notary the present deed.

Es folgt die deutsche Übersetzung:

Im Jahr zweitausenddreizehn, am fünfzehnten Tag des Monats Februar.

Vor dem unterzeichnenden Maître Martine Decker, Notar mit Amtssitz in Hesperingen, Großherzogtum Luxemburg.

Sind erschienen:

1.- Fattal Hotels (GP) Sarl, eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), mit Sitz in 4, Rue Dicks, L-1417 Luxembourg, Großherzogtum Luxemburg, gegründet nach dem Recht des Großherzogtums Luxemburg gemäß Urkunde aufgenommen durch den amtierenden Notar, am 15. Februar 2013, noch nicht im Memorial C, Recueil des Sociétés et Associations veröffentlicht, (im Folgenden „Komplementär“),

hier vertreten durch ihren alleinigen Geschäftsführer, Ole Marquardt, Rechtsanwalt, mit beruflicher Anschrift in 4, Rue Dicks, L-1417 Luxembourg,

und

2.- Fattal Hotels Ltd (Israel), eine Gesellschaft mit beschränkter Haftung, mit Sitz in 3 Ammunition Hill, 67 023 Tel Aviv-Jaffa (Israel), die am 29. März 1974 ordnungsgemäß nach israelischem Gesellschaftsrecht gegründet wurde und registriert ist unter der israelischen Companies Law, am 29. März 1974 mit dem Israelischen Registrar of Companies, unter der Nummer 51-067881-6 (im Folgenden „anfänglicher Kommanditist“),

und alle, die in Zukunft Kommanditist werden können, werden hier zusammen Kommanditisten („Kommanditisten“) genannt.

hier vertreten durch Bakary Sylla, mit beruflicher Anschrift in 12, rue Léandre Lacroix, L-1913 Luxemburg, auf Grund von privatschriftlicher Vollmacht vom 13. Februar 2013.

Die Vollmacht, nach „ne varietur“ Paraphierung durch die erschienenen und den amtierenden Notar, verbleibt gegenwärtiger Urkunde beigegeben, um mit ihr einregistriert zu werden.

Die erschienenen Parteien, die wie vorstehend angegeben vertreten sind, bitten den Notar um die Dokumentierung der von ihnen gegründeten Kommanditgesellschaft (société en commandite simple) sowie der zugehörigen Satzung („Satzung“) wie folgt:

Art. 1. Form - Name. Hiermit wird von den Zeichnern sowie allen zukünftigen Inhaber der ausgestellten Anteilen, eine Kommanditgesellschaft nach luxemburgischem Recht (société en commandite simple) gegründet, die den Vorschriften des Gesetzes zu Handelsgesellschaften vom 10. August 1915 in der geltenden Fassung („Gesellschaftsgesetz“) und dieser Satzung unterliegt und den Namen Fattal Hotels Holdco SCS („Kommanditgesellschaft“) trägt.

Art. 2. Eingetragener Geschäftssitz. Der Sitz der Kommanditgesellschaft ist in Luxemburg-Stadt, Großherzogtum Luxemburg.

Der Sitz kann auf der Grundlage eines Beschlusses der Hauptversammlung der Kommanditisten an jeden anderen Ort innerhalb des Großherzogtums Luxemburg verlegt werden.

Art. 3. Laufzeit. Die Kommanditgesellschaft wird für unbestimmte Zeit gegründet.

Art. 4. Zweck und Anlageziele.

(1) Der Zweck der Kommanditgesellschaft ist die unmittelbare oder mittelbare Beteiligung in beliebiger Form an luxemburgischen und ausländischen Immobiliengesellschaften und an sonstigen Formen von Immobilienanlagen, die Akquisition durch Kauf, Zeichnung oder auf sonstige Weise, die Übertragung von Wertpapieren jeglicher Art durch Verkauf, Eintausch oder sonstige Weise sowie die Verwaltung, Kontrolle und Entwicklung des in Deutschland gelegenen Immobilienportfolios.

(2) Der Zweck der Kommanditgesellschaft besteht auch in der Anlage in Immobilienobjekte, entweder auf der Grundlage von Kauf, Eintausch oder auf sonstige Weise, sowie der Veräußerung, Verwaltung, Entwicklung und Leitung von Immobilienobjekten und Ausführung aller Handlungen, die unmittelbar oder mittelbar damit in Verbindung stehen oder die beim Erreichen und bei der Entwicklung dieses Gegenstands für nützlich erachtet werden.

(3) Die Kommanditgesellschaft kann darüber hinaus Garantien abgeben, Darlehen jeglicher Art aufnehmen und Schuldverschreibungen und Anleihen im Zuge einer Privatplatzierung ausgeben oder Darlehen in anderer Form gewähren oder die Unternehmen, an denen die Kommanditgesellschaft unmittelbar oder mittelbar beteiligt ist oder die zur gleichen Unternehmensgruppe wie die Kommanditgesellschaft gehören, auf sonstige Weise unterstützen.

(4) Die Kommanditgesellschaft kann ferner als Mitglied mit beschränkter Haftung in Bezug auf alle Schulden und Pflichten der Mitgliedschaft oder ähnliche Gesellschaftsstrukturen handeln.

(5) Die Kommanditgesellschaft darf jede gewerbliche oder finanzielle Transaktion ausführen, die unmittelbar oder mittelbar mit dem Unternehmensziel verbunden ist, wobei jedoch genehmigungspflichtige Handlungen ausgenommen sind, und jede rechtmäßige Handlung oder Aktivität und alle Befugnisse ausüben, die gemäß dem Gesellschaftsgesetz gestattet sind und die jeweils mit dem Erreichen des vorstehend genannten Gegenstands einhergehen oder dafür notwendig oder zweckdienlich sind, wobei diese jedoch dem vorstehend genannten Gegenstand nicht entgegenstehen und auch sonst nicht gegen Verträge verstoßen dürfen, bei denen die Kommanditgesellschaft u. U. als Partei auftritt.

(6) Obige Aufzählung ist beispielhaft und nicht begrenzend, wobei jedoch jeder vorstehend genannte Gegenstand den geltenden luxemburgischen Gesetzen unterliegt, insbesondere den Bestimmungen des Gesellschaftsgesetzes.

Art. 5. Verbindlichkeiten.

(1) Soweit in der Satzung und im Gesellschaftsgesetz keine anderslautenden Angaben gemacht sind, sind die Kommanditisten nicht persönlich für die Schulden oder Verbindlichkeiten der Kommanditgesellschaft haftbar und lediglich verpflichtet, ihre Kapitaleinlage im Umfang ihrer jeweiligen Zusage der Kommanditgesellschaft gegenüber zu leisten.

(2) Der Komplementär, der als Geschäftsführer der Kommanditgesellschaft auftritt, ist gesamtschuldnerisch und unbeschränkt für die Schulden, Verbindlichkeiten und Pflichten der Kommanditgesellschaft haftbar, die über das Vermögen der Kommanditgesellschaft hinausgehen.

Art. 6. Kapital. Das Anfangskapital der Kommanditgesellschaft wird auf zwanzigtausendundeinen Euro (EUR 20.001.-) festgelegt und in einen (1) Anteil des Komplementärs in Höhe von einem Euro (EUR 1.-) und in zwanzigtausend (20.000) Anteile der Kommanditisten in Höhe von je einem Euro (EUR 1.-) aufgeteilt.

Die Anteile der Kommanditisten können in einer oder mehreren Klassen ausgegeben werden.

Die gesamten Bareinlagen des Komplementärs und der anfänglichen Kommanditisten sind vollständig eingezahlt.

Der Komplementär kann sich jederzeit mit einer Kapitalerhöhung der Kommanditgesellschaft auf der Grundlage einer Entscheidung der Hauptversammlung der Kommanditisten mit Genehmigung der Mehrheit der Kommanditisten, die drei Viertel der Anteile an der Kommanditgesellschaft darstellen, einverstanden erklären und die Kommanditgesellschaft gibt dann die entsprechende Anzahl von zusätzlichen Anteilen ohne Nennwert aus.

Art. 7. Art der Anteile.

(1) Die Kommanditgesellschaft gibt nur eingetragene Anteile aus.

(2) Alle ausgegebenen Anteile werden vom Komplementär im Gesellschaftsregister geführt. Das Register beinhaltet den Namen jedes Inhabers von Anteilen, seinen Wohnort oder sein Zustellungsdomizil, der bzw. das der Kommanditgesellschaft mitgeteilt wird, sowie die Anzahl der vom Inhaber gehaltenen Anteile und den Preis, den er für die Zeichnung der Anteile gezahlt hat. Der Eintrag des Namens des Gesellschafters ist Nachweis seines Eigentumsrechtes an den jeweiligen Anteilen.

(3) Die Kommanditisten teilen der Kommanditgesellschaft eine Anschrift mit, an die alle Mitteilungen und Bekanntmachungen gesendet werden. Diese Anschriften werden auch in das Gesellschaftsregister eingetragen. Ein Kommanditist kann seine im Register eingetragene Anschrift jederzeit ändern und lässt der Kommanditgesellschaft dazu eine schriftliche Mitteilung an den eingetragenen Sitz oder an eine andere Anschrift zukommen, die gelegentlich vom Komplementär mitgeteilt werden kann.

(4) Die Kommanditgesellschaft erkennt pro Anteil nur einen einzigen Inhaber an. Befindet sich ein oder mehrere Anteile im gemeinsamen Eigentum oder wird das Eigentum an solchen Anteilen streitig gemacht, dann müssen alle Personen, die ein solches Recht an den Anteilen geltend machen, einen einzigen Anwalt bestellen, der diese Anteile dann der Kommanditgesellschaft gegenüber vertritt. Eine Nichtbestellung eines solchen Anwalts bedeutet die Aussetzung aller mit den Anteilen verbundenen Rechte.

Art. 8. Einschränkungen am Eigentum an den Anteilen. Der Komplementär kann das Eigentum einer Person an Anteilen aus beliebigen Gründen einschränken oder verhindern. Insbesondere kann der Komplementär uneingeschränkt das Eigentum an Anteilen einschränken oder verhindern, wenn eine solche Inhaberschaft nach Ansicht des Komplementärs nachteilig für die Kommanditgesellschaft ist, zu einer Verletzung von luxemburgischen oder ausländischen Gesetzen oder Vorschriften führen kann oder die Kommanditgesellschaft als Folge davon steuerliche Nachteile oder sonstige finanzielle Nachteile erleidet, die sie ansonsten nicht erlitten hätte.

Art. 9. Umwandlung und Übertragung von Anteilen.

(1) Dem Komplementär ist der Verkauf, die Abtretung, Übertragung, Verpfändung oder dingliche Belastung (zusammen „Übertragung“) aller oder eines Teils der Anteile des Komplementärs nur dann gestattet, wenn der Verkauf, die Abtretung, Übertragung, Verpfändung oder dingliche Belastung (zusammen „Übertragung“) durch einen Beschluss der Hauptversammlung in Übereinstimmung mit der Satzung in Bezug auf Ergänzungen [sic] gestattet wird.

(2) Ein Kommanditist darf seine Anteile nur mit der vorherigen, schriftlichen Zustimmung des Komplementärs, die nicht unsachgemäß vorenthalten werden darf, übertragen. Jede Übertragung unterliegt der Voraussetzung, dass der Käufer, Abtretungsempfänger, Übertragungsempfänger, Pfandnehmer oder Begünstigte der dinglichen Belastung (zusammen „Übertragungsempfänger“) alle ausstehenden Pflichten des Kommanditisten, der die Anteile verkauft, abtritt, überträgt, verpfändet oder dinglich belastet (zusammen „Übertragender“), ganz und vollumfänglich schriftlich übernimmt.

(3) Die Übertragung von Anteilen erfolgt im Zuge einer notariell beglaubigten Urkunde oder Privaturkunde. Sie ist der Kommanditgesellschaft und Dritten gegenüber erst nach Mitteilung an die Kommanditgesellschaft oder Annahme durch die Kommanditgesellschaft im Zuge einer notariell beglaubigten Urkunde wirksam.

Art. 10. Geschäftsführung. Die Kommanditgesellschaft wird vom Komplementär bzw. seinem Nachfolger in seiner Kapazität als alleiniger Komplementär (associé gérant commandité) der Kommanditgesellschaft geführt.

Änderungen an der Geschäftsführung oder in Bezug auf den Wechsel des Komplementärs bedürfen der Zustimmung der Hauptversammlung der Kommanditisten.

Art. 11. Befugnisse des Komplementärs.

(1) Der Komplementär hat die umfassendsten Befugnisse für die Verwaltung und Leitung der Kommanditgesellschaft, für die Handlung im Namen der Kommanditgesellschaft unter allen Umständen sowie die Ausübung und Genehmigung aller Handlungen und Maßnahmen, die mit dem Unternehmensziel der Kommanditgesellschaft im Einklang stehen.

(2) Der Komplementär verfügt über alle Befugnisse und die Berechtigung, die Kommanditgesellschaft Dritten gegenüber zu vertreten.

(3) Alle Befugnisse, die nicht ausdrücklich kraft Gesetz oder aufgrund der Satzung der Hauptversammlung vorbehalten sind, fallen unter die Zuständigkeit des Komplementärs.

Art. 12. Einschränkungen der Kommanditisten. Die Kommanditisten sind nicht am Betrieb der Kommanditgesellschaft oder der Geschäftsführung oder Kontrolle in Bezug auf die Geschäfte und Angelegenheiten beteiligt und haben keine Rechte und keine Befugnis, im Namen der Kommanditgesellschaft zu handeln oder sich in irgendeiner Weise an der Leitung oder Führung der Kommanditgesellschaft zu beteiligen oder sich darin einzumischen oder in Bezug auf die Kommanditgesellschaft betreffende Angelegenheiten abzustimmen, soweit im Gesellschaftsgesetz oder in der Satzung keine anderslautenden Angaben gemacht sind.

Art. 13. Hauptversammlung der Kommanditisten. Die Hauptversammlung der Kommanditisten stellt das gesamte Organ der Kommanditisten der Kommanditgesellschaft dar. Sie hat die umfassendsten Befugnisse für die Anweisung, Durchführung oder Ratifizierung von Handlungen in Bezug auf den Betrieb der Kommanditgesellschaft, wobei, soweit hier

keine anderslautenden Angaben gemacht sind, ein Beschluss erst dann als wirksam verabschiedet gilt, wenn er vom Komplementär genehmigt wird.

Die Gesellschafterversammlung der Kommanditisten wird vom unbeschränkt haftenden Gesellschafter einberufen.

Eine Jahreshauptversammlung der Gesellschafter wird am dritten Freitag des Monats Juli um 10.00 Uhr stattfinden, um die Jahresabschlüsse und den Bericht des unbeschränkt haftenden Gesellschafters zu genehmigen. Der unbeschränkt haftende Gesellschafter trägt die alleinige Verantwortung für die Erstellung der Jahresabschlüsse und des Berichts und muss die betreffenden Dokumente bei der oben erwähnten Versammlung zur Genehmigung durch die Kommanditisten vorlegen.

Andere Versammlungen der Kommanditisten können an solchen Orten und zu solchen Zeiten abgehalten werden wie in den jeweiligen Ankündigungen zur Versammlung angegeben.

Gesellschafterversammlungen der Kommanditisten werden gemäß einer die Tagesordnung enthaltende Ankündigung einberufen, die jedem Kommanditisten mindestens acht Tage vor der Versammlung an die registrierte Anschrift des Kommanditisten zugeschickt wird. Eine solche Ankündigung an die Gesellschafter muss der Versammlung gegenüber nicht begründet werden. Die Tagesordnung ist vom unbeschränkt haftenden Gesellschafter vorzubereiten.

Da es sich bei allen Anteilen der Gesellschaft um Namensanteile handelt, dürfen Ankündigungen an Kommanditisten nur per Einschreiben geschickt werden.

Wenn alle Kommanditisten anwesend oder vertreten sind und sich als ordnungsgemäß einberufen und über die Tagesordnung informiert ansehen, kann die Gesellschafterversammlung ohne Ankündigung stattfinden.

Der unbeschränkt haftende Gesellschafter kann alle anderen Bedingungen bestimmen, die von den Kommanditisten zu erfüllen sind, um an einer Versammlung der Kommanditisten teilzunehmen.

Bei allen Gesellschafterversammlungen führt der unbeschränkt haftende Gesellschafter oder die von diesem benannte Person den Vorsitz.

Die Verhandlungsgegenstände einer Gesellschafterversammlung der Kommanditisten sind auf die in der Tagesordnung (die alle gesetzlich erforderlichen Angelegenheiten enthalten muss) enthaltenen Angelegenheiten und mit solchen Angelegenheiten verbundene Gegenstände beschränkt.

Der unbeschränkt haftende Gesellschafter kann im Voraus einen Tag, nicht mehr als fünfzig Tage vor dem Datum einer Gesellschafterversammlung der Kommanditisten, als Stichtag für die Bestimmung der Kommanditisten, die Anspruch auf eine Ankündigung für und auf Abstimmung bei einer solchen Versammlung haben, festlegen, und in diesem Fall haben die betreffenden Kommanditisten - und nur diese Kommanditisten - die an dem so bestimmten Datum eingetragene Kommanditisten sind, Anspruch auf eine solche Ankündigung für und auf Abstimmung bei der betreffenden Versammlung, ungeachtet einer Übertragung von Gesellschaftsanteilen im Verzeichnis der Kommanditisten nach einem solchen wie oben erwähnt festgelegten Stichtag.

Gemäß Luxemburger Recht und dem Gesellschaftsvertrag berechtigt jeder Gesellschaftsanteil zur Abgabe einer Stimme bei allen Gesellschafterversammlungen der Kommanditisten. Ein Kommanditist kann bei einer Gesellschafterversammlung der Kommanditisten handeln, indem er einer anderen Person, bei der es sich nicht um einen Kommanditisten handeln muss, eine schriftliche Vollmacht erteilt.

Durch die Anwesenheit, persönlich oder durch Vollmacht vertreten, von Kommanditisten, deren Stimmrechte zusammen die Mehrheit aller Stimmrechte darstellen, ist die Versammlung beschlussfähig. Wenn eine Versammlung der Kommanditisten nicht organisiert werden kann, weil keine beschlussfähige Mehrheit anwesend oder vertreten ist, sind die bei einer solchen Versammlung persönlich anwesenden oder durch Vollmacht vertretenen stimmberechtigten Kommanditisten dazu berechtigt, die Versammlung jeweils zu vertagen, bis eine beschlussfähige Mehrheit anwesend oder vertreten sein kann. Bei Verlegung einer Versammlung auf einen anderen Termin oder an einen anderen Ort muss keine Benachrichtigung über die vertagte Versammlung erfolgen, wenn deren Ort und Zeit bei der Versammlung, bei der die Vertagung beschlossen wird, bekanntgegeben werden. Bei der vertagten Versammlung, bei der eine beschlussfähige Mehrheit anwesend oder vertreten sein muss, können die Kommanditisten alle Verhandlungsgegenstände behandeln, die ggf. bei der ursprünglichen Versammlung behandelt worden wären.

Soweit nicht gesetzlich oder in diesem Dokument anderweitig vorgesehen, werden Beschlüsse der Gesellschafterversammlung, einschließlich insbesondere der Genehmigung der Jahresabschlüsse und von Veränderungen des Anteilskapitals, vorbehaltlich der Zustimmung des unbeschränkt haftenden Gesellschafters mit einer einfachen Mehrheit der anwesenden oder vertretenen Kommanditisten gefasst.

Art. 14. Rechnungsjahr. Das Rechnungsjahr der Gesellschaft beginnt am 1. April und endet am 31. März folgenden Jahres.

Art. 15. Aufteilung der Gewinne und Verluste unter den Kommanditisten. Alle Gewinne und Verluste der Gesellschaft sind gemäß der Anzahl der Gesellschaftsanteile, die von jedem von ihnen an der Gesellschaft gehalten werden, unter den Kommanditisten aufzuteilen.

Art. 16. Aufteilung des Einkommens- und Kapitalertrags unter den Kommanditisten. Alle Erträge der Gesellschaft sind von der Gesellschafterversammlung der Kommanditisten auf Vorschlag des unbeschränkt haftenden Gesellschafters auszusütten.

Art. 17. Interessenkonflikte. Verträge oder andere Geschäfte zwischen der Gesellschaft und einem anderen Unternehmen oder einer anderen Firma werden nicht durch den Umstand beeinflusst oder aufgrund des Umstandes ungültig, dass der unbeschränkt haftende Gesellschafter oder einer oder mehrere der leitenden Angestellten (Officers) des unbeschränkt haftenden Gesellschafters an einem solchen anderen Unternehmen oder einer solchen anderen Firma beteiligt ist oder ein Direktor, Partner, leitender Angestellter (Officer) oder Mitarbeiter des betreffenden anderen Unternehmens oder der betreffenden anderen Firma ist. Ein leitender Angestellter (Officer) des unbeschränkt haftenden Gesellschafters, der als Direktor, Partner, leitender Angestellter oder Mitarbeiter eines Unternehmens oder einer Firma tätig ist, mit der die Gesellschaft einen Vertrag schließen oder auf andere Weise Geschäfte tätigen soll, darf nicht aufgrund einer solchen Verbindung mit dem betreffenden anderen Unternehmen oder der betreffenden anderen Firma daran gehindert werden, Angelegenheiten in Bezug auf einen solchen Vertrag oder ein solches anderes Geschäft in Betracht zu ziehen, diesbezüglich seine Stimme abzugeben oder entsprechende Handlungen vorzunehmen.

Falls ein leitender Angestellter (Officer) des unbeschränkt haftenden Gesellschafters ein Interesse an einer Transaktion der Gesellschaft hat, das den Interessen der Gesellschaft entgegensteht, so hat der betreffende leitende Angestellte dem unbeschränkt haftenden Gesellschafter das betreffende entgegenstehende Interesse bekanntzugeben und darf eine solche Transaktion nicht in Betracht ziehen oder dazu abstimmen, und über die betreffende Transaktion und das Interesse des betreffenden leitenden Angestellten daran ist der nächsten Gesellschafterversammlung der Kommanditisten zu berichten.

Der Begriff „entgegenstehendes Interesse“, wie im vorstehenden Absatz verwendet, schließt keine Beziehungen mit oder ohne Interesse an einer Angelegenheit, Position oder Transaktion ein, die eine Person, ein Unternehmen oder eine Rechtskörperschaft betrifft, welche jeweils vom unbeschränkt haftenden Gesellschafter in seinem eigenen Ermessen festgelegt werden können.

Art. 18. Entschädigung und Haftung.

(1) Die Gesellschaft verpflichtet sich dazu, alle den unbeschränkt haftenden Gesellschafter oder einen Partner des unbeschränkt haftenden Gesellschafters (die „freigestellten Personen“) aus dem Vermögen der Gesellschaft zu entschädigen und schadlos zu halten in Bezug auf und gegen alle Verbindlichkeiten, Klagen, Verfahren, Ansprüche, Kosten, Forderungen, Schadensersatz und Aufwendungen (einschließlich von Rechtskosten), die entstanden sind oder angedroht wurden, welche sich ergeben aus oder im Zusammenhang mit dem Umstand oder mit diesem in Verbindung stehen oder daraus resultieren, dass die freigestellte Person unbeschränkt haftender Gesellschafter oder Geschäftsführer in Bezug auf die Gesellschaft ist oder als solcher fungiert hat, oder die entstehen in Bezug auf oder im Zusammenhang mit Angelegenheiten oder anderen Umständen bezüglich der oder als Ergebnis der Ausübung seiner Befugnisse als unbeschränkt haftender Gesellschafter oder Geschäftsführer oder als Ergebnis der Erbringung von Dienstleistungen für oder in Bezug auf die Gesellschaft oder im Rahmen von oder gemäß einem Geschäftsführungsvertrag oder anderen Vertrag bezüglich der Gesellschaft oder in Bezug auf Dienstleistungen als ernannter Direktor oder die sich anderweitig ergeben in Bezug auf die Geschäftstätigkeit, das Geschäft oder Aktivitäten der Gesellschaft, allerdings mit der Maßgabe, dass eine freigestellte Person nicht auf diese Weise entschädigt werden soll in Bezug auf Angelegenheiten, die aus ihrem Betrug, vorsätzlichen Fehlverhalten, ihrer Bösgläubigkeit oder grob fahrlässigen Missachtung ihrer Verpflichtungen und Pflichten bezüglich der Gesellschaft resultieren, oder, außer im Falle von freigestellten Personen, die Einzelpersonen sind (d. h. leitende Angestellte (Officers), Direktoren, Kommanditisten, Vertreter, Mitglieder, Ratgeber, Berater, Gesellschafter oder Mitarbeiter des unbeschränkt haftenden Gesellschafters, der Dienstleistungsanbieter oder ihrer Partner), aus ihrer Fahrlässigkeit (vorausgesetzt, dass eine solche Fahrlässigkeit eine wesentliche negative wirtschaftliche Auswirkung auf die Gesellschafter oder die Gesellschaft gehabt hat) oder, im Falle des unbeschränkt haftenden Gesellschafters, in Bezug auf Angelegenheiten, die aus der Verletzung einer Pflicht resultieren, die er ggf. nach dem Gesellschaftsrecht gegenüber der Gesellschaft oder einem Kommanditisten hat, oder eine Verbindlichkeit, die ihm ggf. nach dem Gesellschaftsrecht gegenüber der Gesellschaft oder einem Kommanditisten entsteht.

(2) Die Entschädigungen gemäß diesem Artikel 18 bestehen ungeachtet des Umstands, dass die freigestellte Person nicht mehr als unbeschränkt haftender Gesellschafter fungiert oder auf andere Weise keine Dienstleistungen mehr für oder in Bezug auf die Gesellschaft erbringt oder nicht mehr in einer der in diesem Artikel 18 beschriebenen Funktionen handelt, fort.

(3) Der unbeschränkt haftende Gesellschafter haftet gegenüber den Kommanditisten oder der Gesellschaft nicht für die Fahrlässigkeit, Unredlichkeit oder Bösgläubigkeit eines für den unbeschränkt haftenden Gesellschafter oder für die Gesellschaft handelnden Vertreters, soweit dieser Vertreter vom unbeschränkt haftenden Gesellschafter unter Beachtung der angemessenen Sorgfalt ausgewählt, beauftragt und eingestellt wurde.

Art. 19. Auflösung und Liquidation. Die Gesellschaft kann durch einen Beschluss der Gesellschafterversammlung vorbehaltlich der Anforderungen hinsichtlich der beschlussfähigen Mehrheit und der Mehrheit der Gesellschafterversammlung der Kommanditisten jederzeit aufgelöst werden.

Die Liquidation wird vom unbeschränkt haftenden Gesellschafter vorgenommen, soweit nicht die Gesellschafterversammlung der Kommanditisten einen oder mehrere andere Liquidatoren bestellt, bei denen es sich nicht um Kommanditisten handeln muss. Die Gesellschafterversammlung wird in jedem Fall die Befugnisse und die Vergütung der Liquidatoren bestimmen. Der Nettoerlös der Liquidation ist vom Liquidator/den Liquidatoren gemäß ihrem Anteil an der Gesellschaft an die Kommanditisten auszuschütten.

Art. 20. Änderungen des Gesellschaftsvertrags. Der Gesellschaftsvertrag darf nur durch die schriftliche Zustimmung des unbeschränkt haftenden Gesellschafters und der Kommanditisten, die mehr als zwei Drittel der Anzahl sämtlicher ausgegebenen Gesellschaftsanteile aller Klassen halten, (ganz oder teilweise) geändert werden, allerdings mit der Maßgabe, dass keine Veränderungen vorgenommen werden dürfen, die

- einem Kommanditisten eine Verpflichtung auferlegen, eine Zahlung an die Gesellschaft zu leisten, die über seine ursprüngliche Zeichnungssumme hinausgeht;
- die Verbindlichkeiten oder Verpflichtungen eines bestimmten Kommanditisten oder einer bestimmten Gruppe von Kommanditisten in anderer Weise als die anderer Kommanditisten gemäß dem Gesellschaftsvertrag erhöhen oder die Rechte oder den Schutz eines bestimmten Kommanditisten oder einer bestimmten Gruppe von Kommanditisten in anderer Weise als die anderer Kommanditisten gemäß dem Gesellschaftsvertrag verringern; oder
- in anderer Weise ohne die ausdrückliche Zustimmung aller Kommanditisten, die hiervon negativ betroffen sind, die beschränkte Haftung eines Kommanditisten verändern, und weiterhin mit der Maßgabe, dass dieser Artikel 20 ohne die einstimmige Zustimmung aller Kommanditisten nicht geändert werden darf.

Art. 21. Geltendes Recht. Der Gesellschaftsvertrag und die Rechte, Verpflichtungen und Beziehungen der Parteien unterliegen luxemburger Recht, und insbesondere dem Gesellschaftsrecht Luxemburgs, und sind nach diesem auszulegen, und alle Parteien erklären sich unwiderruflich damit einverstanden, dass ausschließlich die Gerichte von Luxemburg dafür zuständig sind, Streitigkeiten beizulegen, die sich aus oder im Zusammenhang mit dem Gesellschaftsvertrag ergeben, und dass demgemäß alle Prozesse, Klagen oder Verfahren, die sich aus oder im Zusammenhang mit diesem Gesellschaftsvertrag ergeben, in den betreffenden Gerichten anzustrengen sind.

Art. 22. Allgemeines. Für alle Angelegenheiten, die nicht im Gesellschaftsvertrag vorgesehen sind, verweisen die Parteien auf die gesetzlichen Bestimmungen zu den betreffenden Angelegenheiten.

*Übergangsbestimmungen
Erstes Rechnungsjahr*

Das erste Rechnungsjahr beginnt am Tag der Gründung der Gesellschaft und endet am 31. März 2013.

Erste Jahresversammlung

Die erste Jahreshauptversammlung der Kommanditisten wird im Jahr 2013 stattfinden.

Zeichnung

Der unbeschränkt haftende Gesellschafter Fattal Hotels (GP) Sàrl leistet eine Einlage in Höhe von einem Euro (EUR 1.-), die vollständig eingezahlt ist, wie durch eine dem Notar übergebene Bankbescheinigung belegt, für den ihm der einzige Anteil des unbeschränkt haftenden Gesellschafters gewährt wird.

Der anfängliche Kommanditist, Fattal Hotels Ltd (Israel) leistet eine Einlage in Höhe von zwanzigtausend Euro (EUR 20.000.-), die vollständig eingezahlt ist, wie durch eine dem Notar übergebene Bankbescheinigung belegt, für den ihm einhundert Kommanditanteile gewährt werden.

Kostenschätzung

Der Betrag der Kosten, Aufwendungen, Vergütungen und Gebühren jeglicher Art, der aufgrund dieses Dokuments auf der Gesellschaft liegt, wird auf einen Betrag von EUR 1.200,- geschätzt.

Ausserordentliche Versammlung der Kommanditisten

Die vorstehend erwähnten erschienenen Parteien, die das gesamte gezeichnete Kapital repräsentieren und sich als ordnungsgemäß einberufen ansehen, haben anschließend eine außerordentliche Versammlung der Kommanditisten gebildet.

Nachdem sie festgestellt hatten, dass diese Versammlung ordnungsgemäß zusammengesetzt ist, haben sie einstimmig die folgenden Beschlüsse gefasst:

- Der Gesellschaftssitz ist festgelegt in 4, Rue Dicks, L-1417 Luxemburg, Großherzogtum Luxemburg.

Declaration

Der unterzeichnende Notar, welcher die englische Sprache versteht und spricht, bestätigt, dass vorliegende Urkunde in Englisch gefasst ist, gefolgt von einer deutschen Übersetzung und dass im Falle von Unterschieden zwischen der englischen und der deutschen Fassung die englische Fassung maßgebend ist.

WORÜBER URKUNDE erstellt wurde zu Hesperingen, mit Datum wie eingangs erwähnt.

Und nach Vorlesung und Erklärung alles Vorstehenden an die Erschienenen, haben letztere mit Uns, dem unterzeichnenden Notar, die gegenwärtige Urkunde unterzeichnet.

Signé: Marquardt, Sylla, M. Decker.

Enregistré à Luxembourg Actes Civils, le 21 février 2013. Relation: LAC/2013/8065. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène Thill.

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

Hesperange, le 1^{er} mars 2013.

Référence de publication: 2013036889/562.

(130045011) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mars 2013.

**Fattal Hotels OPCO HoldCo SCS, Société en Commandite simple,
(anc. Fattal Hotels HoldCo SCS).**

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

R.C.S. Luxembourg B 175.928.

In the year two thousand and thirteen, on the seventh day of March.

Before us, Maître Martine DECKER, notary residing in Hesperange, Grand Duchy of Luxembourg.

There appeared:

1.- Fattal Hotels (GP) Sàrl, a private limited liability company (société à responsabilité limitée), with registered office at 4, Rue Dicks, L-1417, Grand Duchy of Luxembourg, incorporated under the laws of the Grand Duchy of Luxembourg, incorporated on February 15th, 2013 pursuant to a deed of the undersigned notary, not yet published in the Memorial C, Recueil des Sociétés et Associations (hereinafter the "General Partner"),

here represented by its Sole Manager Ole Marquardt, lawyer, residing professionally at 4, Rue Dicks, L-1417 Luxembourg,
and

J 2.- Fattal Hotels Holdco 1 SCS, a Luxembourg Partnership (société en commandite simple), incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 4, Rue Dicks, L-1417, Grand Duchy of Luxembourg, in the process of being registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) (RCS) and having a share capital of twenty thousand and one Euro (EUR 20,001.-), and has been incorporated on February 27th, 2013 pursuant to a deed of Maître Jean-Paul MEYERS, notary residing in Rambrouch, Grand Duchy of Luxembourg, not yet published in the Memorial C, Recueil des Sociétés et Associations,

represented by its General Partner Fattal Hotels 1 (GP) Sàrl, with registered office at 4, Rue Dicks, L-1417 Luxembourg, Grand Duchy of Luxembourg, incorporated on February 27th, 2013 pursuant to a deed of Maître Jean-Paul MEYERS, notary residing in Rambrouch, Grand Duchy of Luxembourg, not yet published in the Memorial C, Recueil des Sociétés et Associations,

here represented by its Sole Manager Ole Marquardt, lawyer, residing professionally at 4, Rue Dicks, L-1417 Luxembourg,

I. The appearing persons are the only Partners of the limited partnership (société en commandite simple) "Fattal Hotels Holdco SCS" (hereafter the "Partnership"), established and having its registered office at 4, Rue Dicks, L-1417, Grand Duchy of Luxembourg, incorporated pursuant to a deed the undersigned notary, on February 15th, 2013, not yet published in the Memorial C, Recueil des Sociétés et Associations,

II. The Partnership's initial capital is set at twenty thousand and one Euro (EUR 20,001.-), divided into one (1) General Partner's interest of one Euro (EUR 1.-) and twenty thousand (20,000) Limited Partners' interests of one Euro (EUR 1.-) each, all of which are fully paid up.

III. Then the Partners, acting as aforesaid, took unanimously the following resolutions:

First Resolution

The Partners RESOLVE to change the corporate name of the Partnership into "Fattal Hotels OPCO HoldCo SCS".

Second Resolution

The Partners RESOLVE to subsequently amend article 1 of the Articles of Incorporation of the Partnership as follows:

« **Art. 1. Form - Name.** There is hereby formed among the subscribers and all those who may become holders of interests hereafter issued, a Luxembourg limited partnership (société en commandite simple) which will be governed by the law of 10 August 1915 on commercial companies, as amended (the "Companies Law"), and by these Articles of Association, under the name of Fattal Hotels OPCO HoldCo SCS (the "Partnership")»

Third Resolution

The Partners RESOLVE to modify the accounting year and subsequently amend article 14 of the Articles of Incorporation of the Partnership as follows:

« **Art. 14. Accounting year.** The Partnership's accounting period starts on the 1st January and ends on the 31st December of each year.»

Fourth Resolution

The Partners RESOLVE that the first accounting year shall begin on the date of the formation of the Partnership and shall by extension terminate on 31st December 2013. Consequently the first annual general meeting of the Limited Partners shall take place in the year 2014.

There being no further business before the meeting, the same was thereupon adjourned.

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

On request of the same appearing persons and in case of divergence between the English and the French text, the English version will prevail.

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

Es folgt die deutsche Übersetzung:

Im Jahr zweitausendunddreizehn, den siebten März.

Vor Maître Martine DECKER, Notar mit Amtssitz in Hesperange, Grossherzogtum Luxemburg.

Sind erschienen:

1.- Fattal Hotels (GP) Sàrl, eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), mit Sitz in 4, Rue Dicks, L-1417 Luxemburg, Großherzogtum Luxemburg, gegründet nach dem Recht des Großherzogtums Luxemburg gemäß Urkunde aufgenommen durch den amtierenden Notar, am 15. Februar 2013, noch nicht im Memorial C, Recueil des Sociétés et Associations veröffentlicht, (im Folgenden „Komplementär“),

hier vertreten durch ihren alleinigen Geschäftsführer, Ole Marquardt, Rechtsanwalt, mit beruflicher Anschrift in 4, Rue Dicks, L-1417 Luxemburg,

und

2.- Fattal Hotels Holdco 1 SCS, eine Kommanditgesellschaft (société en commandite simple) luxemburgischen Rechts, mit Sitz in 4, rue Dicks, L-1417 Luxemburg, Großherzogtum Luxemburg, gegründet nach dem Recht des Großherzogtums Luxemburg gemäß Urkunde aufgenommen durch den Notar Jean-Paul MEYERS, mit Amtssitz in Rambrouch, Großherzogtum Luxemburg, am 27. Februar 2013, noch nicht im Memorial C, Recueil des Sociétés et Associations veröffentlicht, (im Folgenden „Komplementär“),

vertreten durch ihren Komplementär, Fattal Hotels 1 (GP) Sàrl, eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), mit Sitz in 4, Rue Dicks, L-1417 Luxemburg, Großherzogtum Luxemburg, gegründet nach dem Recht des Großherzogtums Luxemburg gemäß Urkunde aufgenommen durch den Notar Jean-Paul MEYERS, mit Amtssitz in Rambrouch, Großherzogtum Luxemburg, am 27. Februar 2013, noch nicht im Memorial C, Recueil des Sociétés et Associations veröffentlicht, (im Folgenden „Komplementär“),

hier vertreten durch ihren alleinigen Geschäftsführer, Ole Marquardt, Rechtsanwalt, mit beruflicher Anschrift in 4, Rue Dicks, L-1417 Luxemburg.

I. Die Erschienenen sind die alleinigen Anteilhaber der Kommanditgesellschaft nach luxemburgischem Recht (société en commandite simple) "Fattal Hotels Holdco SCS" ("Kommanditgesellschaft"), mit Sitz in 4, Rue Dicks, L-1417 Luxemburg, Großherzogtum Luxemburg, gegründet nach dem Recht des Großherzogtums Luxemburg gemäß Urkunde aufgenommen durch den amtierenden Notar, am 15. Februar 2013, noch nicht im Memorial C, Recueil des Sociétés et Associations veröffentlicht,

II. Das Anfangskapital der Kommanditgesellschaft ist festgelegt auf zwanzigtausendundeinen Euro (EUR 20.001.-) und aufgeteilt in einen (1) Anteil des Komplementärs in Höhe von einem Euro (EUR 1.-) und in zwanzigtausend (20.000) Anteile der Kommanditisten in Höhe von je einem Euro (EUR 1.-), welche allesamt ausgezahlt sind.

III. Alsdann ersuchten die Anteilhaber, handelnd wie erwähnt, den amtierenden Notar nachfolgende Beschlüsse zu beurkunden wie folgt:

Erster Beschluss

Die Anteilhaber BESCHLIESSEN den Namen der Kommanditgesellschaft abzuändern in "Fattal Hotels OPCO HoldCo SCS".

Zweiter Beschluss

Die Anteilhaber BESCHLIESSEN dementsprechend Artikel 1 der Statuten der Kommanditgesellschaft abzuändern, wie folgt:

« **Art. 1. Form - Name.** Hiermit wird von den Zeichnern sowie allen zukünftigen Inhaber der ausgestellten Anteilen, eine Kommanditgesellschaft nach luxemburgischem Recht (société en commandite simple) gegründet, die den Vorschrif-

ten des Gesetzes zu Handelsgesellschaften vom 10. August 1915 in der geltenden Fassung („Gesellschaftsgesetz“) und dieser Satzung unterliegt und den Namen Fattal Hotels OPCO HoldCo SCS („Kommanditgesellschaft“) trägt.»

Dritter Beschluss

Die Anteilhaber BESCHLIESSEN das Rechnungsjahr zu ändern und dementsprechend Artikel 14 der Statuten der Kommanditgesellschaft abzuändern, wie folgt:

« **Art. 14. Rechnungsjahr.** Das Rechnungsjahr der Gesellschaft beginnt am 1. Januar und endet am 31. Dezember eines jeden Jahres.»

Vierter Beschluss

Die Anteilhaber BESCHLIESSEN dass das erste Rechnungsjahr am Tag der Gründung der Gesellschaft beginnt und zum 31. Dezember 2013 endet. Infolgedessen wird die erste Jahreshauptversammlung der Kommandisten im Jahr 2014 stattfinden.

WORÜBER URKUNDE erstellt wurde zu Hesperange, mit Datum wie eingangs erwähnt.

Der unterzeichnende Notar, welcher die englische Sprache versteht und spricht, bestätigt hiermit, dass auf Antrag der Erschienenen vorliegende Urkunde in Englisch gefasst ist, gefolgt von einer deutschen Übersetzung. Im Falle von Unterschieden zwischen der englischen und der deutschen Fassung, ist die englische Fassung maßgebend.

Signé: Marquardt, M.Decker.

Enregistré à Luxembourg Actes Civils, le 8 mars 2013. Relation: LAC/2013/11055. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène Thill.

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

Hesperange, le 15 mars 2013.

Référence de publication: 2013036890/123.

(130045011) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mars 2013.

Blue Lake SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2449 Luxembourg, 30, boulevard Royal.

R.C.S. Luxembourg B 175.948.

STATUTES

In the year two thousand and thirteen, on the eighteenth day of February.

Before, Maître Roger ARRENSDORFF, notary, residing in Luxembourg, Grand Duchy of Luxembourg.

There appeared:

Compass Asset Management SA, a company under the laws of Switzerland, having its registered office at Via Calprino, 18 CH-6902 Paradiso, registered with the Companies Register from canton of Tessin under number CH-514.3.014.018-7,

hereby represented by Mirko LA ROCCA, with professional address in Luxembourg, Grand Duchy of Luxembourg by virtue of a proxy given on 1^{er} février 2013, which, initialed ne varietur by the appearing person and the undersigned notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party, represented as stated above, requested the notary to enact the deed of incorporation of a société anonyme which it declares organized and the articles of incorporation of which (the "Articles") shall be as follows:

Title I - Name - Duration - Object - Registered office

Art. 1. Name.

1.1 There exists among the subscriber and those who may become owners of shares (each a "Shareholder" and collectively the "Shareholders") in the future, a "société anonyme" in the form of an investment company with variable share capital qualifying as specialised investment fund ("société d'investissement à capital variable - fonds d'investissement spécialisé") under the name of "Blue Lake SICAV-SIF" (hereinafter the "Company").

1.2 The Company shall be governed by the law of February 13, 2007 relating to specialised investment funds, as amended (hereinafter the "SIF Law").

Art. 2. Duration. The Company is established for an unlimited duration. The Company may be dissolved at any time by a resolution of the Shareholders adopted in the manner required for amendment of these Articles.

Art. 3. Purpose.

3.1 The main purpose of the Company is to invest the funds available to it in securities and other assets permitted to an undertaking for collective investment under the provisions of the SIF Law. These investments are done with the aim of spreading investment risks and affording the Shareholders the result of the management of the Company's assets.

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

Art. 4. Registered Office.

4.1 The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred to any other place within Luxembourg by a resolution of the Company's board of directors (the "Board of Directors").

4.2 If the Board of Directors considers that extraordinary political, economical, social or military developments have occurred or are imminent, that would interfere with the normal activities of the Company at its registered office or with the ease of communications with such office, it may temporarily transfer the registered office abroad until the complete cessation of these abnormal circumstances; such temporary measure will have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company.

4.3 Branches or other offices may be established, either in the Grand Duchy of Luxembourg or abroad, by a decision of the Board of Directors.

Title II - Share capital - Shares - Net asset value

Art. 5. Share Capital.

5.1 The share capital of the Company shall be represented by partly or fully paid-up shares (the "Shares") of no par value and shall at any time be equal to the total net assets of the Company as defined in article 12 hereof. Any Shares which have been issued as partly paid-up Shares must always be paid-up to a minimum of five per cent (5%), as provided for under article 28 (3) of the SIF Law.

5.2 The minimum capital of the Company shall be of one million two hundred fifty thousand Euro (EUR 1,250,000), or the equivalent in any other currency. The Company shall be required to establish this level of minimum capital within twelve (12) months after the date on which the Company has been registered on the official list of specialised investment funds provided for under article 43 (1) of the SIF Law.

5.3 The initial capital of the Company is 31.000 EUR (EUR thirty-one thousand) divided into 31 thirty-one paid-up Shares of no par value.

5.4 The Board of Directors is authorised without any limitation to issue additional Shares at any time in accordance with article 8 hereof at an offer price to be determined by the Board of Directors, without reserving to the existing Shareholders a preferential right to subscription of the Shares to be issued.

5.5 The Company's share capital shall vary, without any amendment of the Articles, as a result of the Company issuing new Shares or redeeming its Shares.

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

Art. 6. Sub-Funds - Classes of Shares.

6.1 The Board of Directors may, at any time, issue different classes of Shares (each a "Class" and collectively the "Classes"), which may differ inter alia in their fee structure, minimum investment requirements, type of target investors, currency and distribution policy applying to them. Those Shares shall be issued, in accordance with article 8 hereof, on terms and conditions as shall be decided by the Board of Directors.

6.2 The Classes may, as the Board of Directors shall determine, be of one or more different series, the features, terms and conditions of which shall be established by the Board of Directors and disclosed in the offering document of the Company, as may be amended from time to time (the "Offering Document"). Series differentiate by the date of their issue.

6.3 The Board of Directors may, at any time, establish different pools of assets, each constituting a "compartment" within the meaning of article 71 of the SIF Law (each a "Sub-Fund") (which may as the Board of Directors may determine, be denominated in different currencies) for each Class or for two or more Classes of Shares in the manner described in article 12 hereof and in the Offering Document. Each such Sub-Fund shall be invested pursuant to the relevant article hereof for the exclusive benefit of the relevant Shareholders. Each Sub-Fund may have different specific features (including, but not limited to, specific fee structures, permitted investments, investment restrictions and distribution policies) as the Board of Directors shall from time to time determine.

6.4 The Company is one single entity. However, by way of derogation to article 2093 of the Luxembourg Civil Code, the assets of one given Sub-Fund are only liable for the debts, obligations and liabilities, which are attributable to such Sub-Fund. In the relations between the Company's Shareholders, each Sub-Fund is treated as a separate entity.

6.5 For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not denominated in EUR, be converted into EUR and the Company's capital shall be the aggregate of the net assets of all the Classes in all Sub-Funds.

6.6 The Company shall prepare consolidated accounts in EUR.

Art. 7. Form of Shares.

7.1 The Company shall issue Shares in registered form only.

7.2 All issued registered Shares of the Company shall be registered in the register of Shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered Shares, his residence or elected domicile as indicated to the Company, the Sub-Fund, the Class, the series (if relevant) and the number of registered Shares held by him and the amount paid-up on each Share.

7.3 The inscription of the Shareholder's name in the register of Shareholders evidences his right of ownership on such registered Shares. The Company shall normally not issue certificates for such inscription, but each Shareholder shall receive a written confirmation of his shareholding.

7.4 Transfer of registered Shares shall be effected by a written declaration of transfer to be inscribed in the register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Subject to the provisions of articles 7 and 11 hereof, any transfer of registered Shares shall be entered into the register of Shareholders; such inscription shall be signed by any director or any officer of the Company or by any other person duly authorised thereto by the Board of Directors.

7.5 Shareholders entitled to receive registered Shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered in the register of Shareholders.

7.6 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 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 in the register of Shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

7.7 The Company recognizes only one owner per Share. If one or more Shares are jointly owned or if the ownership of such Shares(s) is disputed, all persons claiming a right to such Share(s) must appoint a sole attorney to represent such shareholding in dealings with the Company. The failure to appoint such attorney shall result in a suspension of all rights attached to such Share(s). 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.

7.8 The Company may decide to issue fractional Shares up to 3 decimal points. Such fractional Shares shall not be entitled to vote but shall be entitled to participate in the net assets of the Company on a pro rata basis.

7.9 Payments of dividends, if any, will be made to Shareholders of the respective Classes, in respect of registered Shares, by bank transfer or by cheque sent to their mandated addresses in the register of Shareholders.

Art. 8. Issue of Shares.

8.1 The Board of Directors is authorized, without limitation, to issue at any time Shares of no par value fully or partly paid-up, in any Sub-Fund and in any Class, without reserving to the existing Shareholders a preferential right to subscribe for the Shares to be issued.

8.2 The Board of Directors may impose conditions on the issue of Shares (including without limitation the execution of such subscription documents and the provision of such information as the Board of Directors may determine to be appropriate) and may fix a minimum subscription level. The Board of Directors may also, in respect of a particular Sub-Fund, levy a subscription charge and has the right to waive partly or entirely this subscription charge. Any conditions to which the issue of Shares may be submitted will be detailed in the Offering Document. In addition to the foregoing, the Board of Directors may determine to restrict the purchase of Shares when it is in the interest of the Company and/or its Shareholders to do so, including when the Company or any Sub-Fund reaches a size that could impact the ability to find suitable investments for the Company or Sub-Fund.

8.3 The issue price of Shares to be issued is based on the net asset value per Share of the relevant Class in the relevant Sub-Fund, as determined in compliance with article 12 hereof plus any additional premium or fees as determined by the Board of Directors and as disclosed in the Offering Document. Any taxes, commissions and other fees incurred in the respective countries in which the Shares of the Company are sold will also be charged. By exception to the foregoing, Shares of each Class issued during the initial offering period in any Sub-Fund will be offered at an initial subscription price as fixed by the Board of Directors as detailed in the Offering Document.

8.4 Shares shall be allotted only upon acceptance of the subscription and payment of the issue price. The issue price must be received before the issue of Shares. The payment will be made under the conditions and within the time limits as determined by the Board of Directors.

8.5 The Company may agree to issue Shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor ("réviseur d'entreprises agréé") of the Company. Specific provisions relating to in kind contribution will be detailed in the Offering Document.

8.6 Applications received by the Company or by its duly appointed agents before the applicable subscription deadline as determined by the Board of Directors on each bank business day in Luxembourg shall be settled under the conditions and within the time limits as determined by the Board of Directors.

8.7 The Board of Directors may delegate to any duly authorised director, 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.

8.8 The Company may, in the course of its sales activities and at its discretion, cease issuing Shares, refuse subscription applications in whole or in part and suspend or limit in compliance with article 13 hereof, the sale for specific periods or permanently, to individuals or corporate bodies in particular countries or areas.

Art. 9. Conversion of Shares.

9.1 Unless otherwise decided by the Board of Directors for certain Classes of Shares or Sub-Funds, any Shareholder is entitled to require the conversion of whole or part of his Shares of one Class within a Sub-Fund into Shares of a similar Class within another Sub-Fund or into Shares of another Class within the same or another Sub-Fund, subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the Board of Directors shall determine.

9.2 The price for the conversion of Shares from one Class into another Class shall be computed by reference to the respective net asset value of the two Classes of Shares, calculated on the relevant Valuation Day (as defined under article 13 hereof). If the Valuation Day of the Class of Shares or Sub-Fund taken into account for the conversion does not coincide with the Valuation Day of the Class of Shares or Sub-Fund into which they shall be converted, the Board of Directors may decide that the amount converted will not generate interest during the time separating the two Valuation Days.

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

9.4 The Shares which have been converted into Shares of another Sub-Fund and / or Class shall be cancelled.

Art. 10. Redemption of Shares.

10.1 Unless otherwise decided by the Board of Directors for certain Sub-Funds, any Shareholder may request the redemption of all or part of his Shares by the Company, under the terms and procedures set forth by the Board of Directors in the Offering Document and within the limits provided by Luxembourg law and these Articles.

10.2 The Board of Directors shall not proceed to redemption of Shares in the event the net assets of the Company would fall below the minimum capital foreseen in the SIF Law as a result of such redemption.

10.3 The Board of Directors may impose such restrictions as it deems appropriate on the redemption of Shares. The Board of Directors may, in particular, decide that Shares of one or several Sub-Funds are not redeemable during certain periods or may impose notice periods, which must be respected in relation to Shares redemptions. The Board of Directors may also, in respect of a particular Sub-Fund levy a redemption fee and has the right to waive partly or entirely this redemption fee. Any conditions to which the redemption of Shares may be submitted will be detailed in the Offering Document.

10.4 In the event that the Board of Directors receives redemption and conversion requests in excess of a certain level determined by the Board of Directors in relation to the net asset value of the Company or of any Sub-Fund as described in the Offering Document (the "Redemption Limitations"), then the Company:

(i) Shall not be bound to redeem Shares on any applicable redemption date in excess of the Redemption Limitations (notwithstanding that, as a result, a particular Shareholder may hold less than the minimum number of Shares which may be held by one Shareholder in the Company).

(ii) May defer all or part of the relevant redemption and conversion requests to the next applicable redemption date. All valid redemption and conversion requests may be scaled back and / or dealt with in accordance with the procedures applicable in relation to the relevant Sub-Fund as described in the Offering Document.

(iii) May elect to either distribute assets in kind (consistent with the requirements for in-kind distributions stated herein) or sell assets in amounts sufficient to redeem the Shares for which redemption applications have been received. If the Company chooses to distribute assets in kind or to sell assets, the amount due to the Shareholders who have applied to have their Shares redeemed will be based on the applicable net asset value per Share. Cash payments will be made forthwith upon completion of the sales and the receipt by the Company of the proceeds of sale in freely convertible currency. Receipt of the sales proceeds by the Company however may be delayed and the amount ultimately received may not reflect necessarily the net asset value calculation made at the time of the relevant transactions because of possible fluctuations in the currency values and difficulties in repatriating funds from certain jurisdictions. In any case, in kind distributions shall comply with the principle of equal treatment of the Shareholders and the securities so redeemed shall be valued by the Company's auditor ("réviseur d'entreprises agréé").

The Company may defer proportionally the redemption and conversion requests as indicated herein above in case of a strong volatility of the market or markets on which a specific Sub-Fund is investing.

10.5 The redemption price payable in respect of a valid redemption request, which has been duly accepted, will be equal to the net asset value per Share of the relevant Class of the relevant Sub-Fund determined at close of business on the date of redemption less a redemption fee if the Board of Directors so decides, the amount of which is specified in the Offering Document. Moreover, any taxes, commissions and other fees incurred in connection with the transfer of the redemption proceeds (including inter alia those taxes, commissions and fees incurred in any country in which the Company's Shares are sold) will be charged as a reduction to any redemption proceeds.

10.6 Payment of the redemption price to a Shareholder will be effected, as the Board of Directors may determine, either in cash or in kind, within a reasonable period of time from the date on which the redemption was effective (as described in the Offering Document), without interest. The total or partial in-kind payment of the redemption price may only be made with the consent of the relevant Shareholder. In the event of an in-kind payment, the costs of any transfers of securities to the redeeming Shareholder shall be borne by that Shareholder. To the extent that the Company makes in kind payments in whole or in part, the Company will undertake its reasonable efforts, consistent with both applicable law and the terms of the in-kind assets being distributed, to distribute such in-kind assets to each redeeming Shareholder pro rata on the basis of the redeeming Shareholder's Shares of the relevant Sub-Fund.

10.7 If as a result of any request for redemption, the number or the aggregate net asset value of the Shares held by any Shareholder in the Company or any Sub-Fund would fall below such a minimum number or such value as determined by the Board of Directors in the Offering Document then the Company may decide that this request be treated as a request for redemption for the full balance of such Shareholder's holding of Shares in the Company or in such Sub-Fund.

10.8 A Shareholder may not withdraw his request for redemption of Shares except in the event of a suspension of the determination of the net asset value of the Shares and, in such event, a withdrawal will be effective only if written notification is received by the Company before the termination of the period of suspension. If the request is not so withdrawn, the Company shall proceed to redeem the Shares on the first applicable redemption date following the end of the suspension of determination of the net asset value of the Shares of the relevant Sub-Fund.

10.9 If the net assets of the relevant Sub-Fund on any particular Valuation Day becomes at any time less than the minimum level determined by the Board of Directors pursuant to article 31 hereof, the Company, at its discretion, may redeem all of the Shares then outstanding. All such Shares will be redeemed at the net asset value per Share less any liquidation or other costs incurred. The Company will notify the Shareholders of the relevant Sub-Fund prior to the effective date for the compulsory redemption by sending a notice directly to the Shareholders at the address contained in the register of Shareholders. The notice will indicate the reasons for and the procedures of the redemption operations.

10.10 Under special circumstances, including but not limited to, the inability to liquidate positions at acceptable price levels as of a redemption date or default or delay in payments due to the relevant Sub-Fund from brokers, banks or other persons or entities, the Company may in turn delay payments to redeeming Shareholders of the proportionate part of the net asset value of the Shares redeemed equal to the proportionate part of the relevant Sub-Fund's aggregate net asset value allocable to all Shares being redeemed, and represented by the sums which are the subject of such default or delay. In addition, the Company may suspend redemptions and defer payment of the redemption proceeds in respect of Shares during any period when the determination of the net asset value of the relevant Sub-Fund is suspended in accordance with the Offering Document.

10.11 The Company may at any time compulsorily redeem Shares from all Shareholders who are found to be Ineligible Investors pursuant to article 11 below.

10.12 All redeemed Shares shall be cancelled.

Art. 11. Restrictions on Ownership of Shares.

11.1 The Company has to restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body, namely any person in breach of any law or requirement of any country or governmental authority and any person which is not qualified to hold such Shares by virtue of such law or requirement or if in the opinion of the Company such holding may be detrimental to the Company, particularly if the holding of Shares by such person results in a breach of law or regulations whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws other than those of the Grand Duchy of Luxembourg (including without limitation tax laws) (any such person an "Ineligible Investor").

11.2 For the purpose of this article 11, shall be considered as an Ineligible Investor:

(i) any investor (other than (i) the members of the Board of Directors or

(ii) any other person involved in the management of the Company) who does not qualify as a "well-informed investor" within the meaning of article 2 of the SIF Law (pursuant to such article, a "well-informed investor" is (a) an institutional investor, (b) a professional investor, or (c) any other investor who adheres in writing to the status of well-informed investor and who alternatively (i) invests at least EUR 125,000 in a particular specialised investment fund or (ii) who has been subject to an assessment made by a credit institution within the meaning of Directive 2006/48/EC or by an investment firm within the meaning of Directive 2004/39/EC or by a management company within Directive 2001/107/EC certifying

the investor's expertise, experience and knowledge in adequately appraising an investment in the relevant specialised investment fund); and

(ii) any investor who qualifies as a well-informed investors but whose holding of Shares in the Company could, in the opinion of the Board of Directors, result in legal, pecuniary, competitive, regulatory, tax or material administrative disadvantage to the Company, any Sub-Fund or the Shareholders.

11.3 For such purposes the Company has to:

(a) decline to issue any Share and decline to register any holding of a Share, where it appears to it that such registration or holding would or might result in legal or beneficial ownership of such Share by an Ineligible Investor; and

(b) at any time require any person whose name is entered in, or any person seeking to register the holding of Shares on the register of Shareholders to furnish it with any information, eventually supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's Shares rests in an authorised person, or whether such registration will result in beneficial ownership of such Shares by an Ineligible Investor; and

(c) decline to accept the vote of any Ineligible Investor at any meeting of Shareholders of the Company; and

(d) where it appears to the Company that any Ineligible Investor either alone or in conjunction with any other person is a beneficial owner of Shares, demand to such Shareholder to sell his Shares and to provide to the Company evidence of the sale within thirty (30) days from the notice of such demand. If such Shareholder fails to comply with its demand, the Company may compulsorily redeem from any such Shareholder all Shares held by it as follows:

- The Company shall serve a second notice (the "purchase notice") upon the Shareholder holding such Shares or appearing in the register of Shareholders as the owner of the Shares to be purchased, specifying the Shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser.

Any such notice may be served upon such Shareholder by posting the same in a registered envelope addressed to such Shareholder at his last address known to or appearing in the books of the Company. Immediately after the close of business on the date specified in the purchase notice, such Shareholder shall cease to be the owner of the Shares specified in such notice and his/her/its name shall be removed from the register of Shareholders.

- The price at which each such Share is to be purchased (the "purchase price") shall be an amount based on the net asset value per Share of the relevant Sub-Fund as at the Valuation Day following the date of the purchase notice, less any service charge provided therein.

- Upon final determination of the purchase price, the relevant amount shall be made available to the relevant former Shareholder in EUR and deposited for payment at a bank in the Grand Duchy of Luxembourg or elsewhere (as specified in the purchase notice). The former Shareholder shall not have any claim against the Company or its assets, except the right to receive the purchase price (without interest) from such bank. Any funds receivable by a Shareholder under this paragraph, but not collected within a period of five (5) years from the date specified in the Purchase Notice, may not thereafter be claimed and shall revert to the Company. The Board of Directors shall have the power to take any steps necessary to perfect such reversion and to authorise such action on behalf of the Company.

11.4 The exercise by the Company of the powers conferred by this article shall not be questioned or invalidated in any case on the ground that there was insufficient evidence of ownership of Shares by any person or that the true ownership of any Shares was otherwise than appeared to the Company at the date of any purchase notice, provided in such case the said powers were exercised by the Company in good faith.

Art. 12. Calculation of the Net Asset Value.

12.1 The net asset value per Share as of a Valuation Day (as defined under article 13 of these Articles) of each Sub-Fund results from dividing the total net assets of the Company attributable to such Sub-Fund, being the value of the portion of assets less the portion of liabilities attributable to such Sub-Fund on any such Valuation Day, by the number of Shares in the relevant Sub-Fund then outstanding. The Net Asset Value per Share may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine. The net assets of each Sub-Fund are equal to the difference between the asset values of the Sub-Fund and its liabilities. The net asset value per Share is calculated in the base currency of the relevant Sub-Fund and may be expressed in such other currencies as the Board of Directors may decide.

12.2 If since the time of determination of the Net Asset Value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant Sub-Fund are dealt in or quoted, the Board of Directors may, in order to safeguard the interests of the Shareholders and the Company, cancel the first valuation and carry out a second valuation, in which case all relevant subscription and redemption requests will be dealt with on the basis of that second valuation.

12.3 The total net assets of the Company are expressed in EUR and correspond to the sum of the net assets of all Sub-Funds of the Company. The Net Asset Value per Share shall be calculated in the Reference Currency of the relevant Sub-Fund and, to the extent applicable, expressed in the unit currency of the relevant Classes.

12.4 The assets of each Sub-Fund shall include:

- 1) all cash in hand, receivable or on deposit, including any interest accrued thereon;

2) all bills and notes payable on demand and any account due (including the proceeds of securities sold but not delivered);

3) all securities, shares, bonds, time notes, debentures, debenture stocks, subscription rights, warrants and other securities, money market instruments and similar assets owned or contracted for by the Sub-Fund;

4) all interest accrued on any interest-bearing assets, except to the extent that the same is included or reflected in the principal amount of such assets;

5) all stock dividends, cash dividends and cash distributions receivable by the Sub-Fund to the extent information thereon is reasonably available to the Company;

6) the preliminary expenses of the Company in relation to the Sub-Fund, including the cost of issuing and distributing Shares of the Sub-Fund, insofar as the same have not been written off;

7) the liquidating value of all forward contracts and all call or put options the Sub-Fund has an open position in;

8) all other assets of any kind and nature, including expenses paid in advance.

12.5 The value of the assets of the Company and of each Sub-Fund shall be determined as follows:

(1) The value of any cash on hand or 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 thereof.

(2) Securities which are listed on an official stock exchange or traded on any other regulated market trading regularly, being recognized and open to the public will be valued at the last available price on the principal market on which such securities are traded, as furnished by a pricing service approved by the Board of Directors.

(3) The liquidating value of futures, forward or option contracts not traded on exchanges or on other organized markets means their net liquidating value determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts traded on exchanges or on other regulated markets are based upon the last available settlement prices of these contracts on exchanges and regulated markets on which the particular futures, forward or option contracts are traded by the Company for the Sub-Fund; provided that if a futures, forward or options contract cannot be liquidated on the day with respect to which total net assets are being determined, the basis for determining the liquidating value of such contract is such value as the Board of Directors may deem fair and reasonable.

(4) Interest rate swaps are valued at their market value established by reference to the applicable interest rate curves. Index and financial-instruments-rated swaps are valued at their market value established by reference to the applicable index or financial instrument. The valuation of the index or the financial-instrument-related swap agreement is based upon the market value of such swap transaction established in good faith pursuant to procedures established by the Board of Directors.

(5) Shares / units issued by undertakings for collective investment shall be valued at their last available net asset value or in accordance with item (2) above where such shares / units are listed.

(6) All other assets of any kind or nature will be valued at their net realisable value as determined in good faith by or under the responsibility of the Board of Directors in accordance with generally accepted valuation principles and procedures.

12.5.1 The value of all assets and liabilities not expressed in EUR, respectively in the reference currency of the Sub-Fund will be converted into EUR on basis of the exchange rates used for the net asset value calculation of that same Valuation Day.

12.5.2 The Board of Directors may, at its discretion, permit that other methods of valuation be used, if it considers that such methods would better reflect the fair realisation value of any asset of the Sub-Fund.

12.5.3 In the case of extensive redemption applications, the Board of Directors may establish the value of the Shares on the basis of the prices at which the necessary sales of assets of the Sub-Fund are effected. In such an event, the same basis for calculation shall be applied for subscription and redemption applications submitted at the same time.

12.5.4 All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

12.5.5 If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments of the Sub-Fund are dealt in or quoted, the Board of Directors may, in order to safeguard the interests of the Shareholders and the Sub-Fund, cancel the first valuation and carry out a second valuation. Subscriptions, conversions and redemptions will be effected on the basis of such second valuation.

12.5.6 In the absence of bad faith, negligence or manifest error, every decision or action in calculating the net asset value taken by the Board of Directors or by the central administrative agent which the Board of Directors appoints for the purpose of calculating the net asset value, shall be final and binding on the Company and present, past or future Shareholders.

12.6 The liabilities of a Sub-Fund shall include:

- a) all loans, bills and accounts payable;
- b) all accrued interest on loans (including accrued fees for commitment for such loans);
- c) all accrued or payable expenses (including inter alia administrative expenses, advisory and management fees, including incentive fees, Custodian fees, and corporate agents' fees);
- d) all known liabilities, present or future, including all matured contractual obligations for payment of money or, including the amount of any unpaid distributions declared by the Company in relation to the Sub-Fund;
- e) an appropriate provision for future taxes based on capital and income to the valuation day, as determined from time to time by the Board of Directors, and other reserves (if any) authorized and approved by the Board of Directors;
- f) all other liabilities of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Board of Directors shall take into account all expenses payable by the Sub-Fund which shall comprise formation expenses, fees payable to investment managers or investment advisors, including performance related fees, fees, expenses, disbursements and out-of-pocket expenses payable to the Company's accountants, Custodian and its correspondents, central administrative agent, any paying agent, any prime broker, any private placement agents and permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the directors and their reasonable out-of-pocket expenses, reasonable travelling costs in connection with Board of Directors meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, licensing fees for the use of the various indexes, if applicable, reporting and publishing expenses, including the cost of preparing, translating, printing, advertising and distributing the Offering Document, further explanatory sales documents, periodical reports or registration statements, the costs of publishing the net asset value, the cost of printing certificates if any, and the costs of any reports to Shareholders, the cost of convening and holding Shareholders' and Board of Directors' meetings, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, transaction fees, the cost of publishing the issue and redemption prices, interests, bank charges and brokerage, postage, telephone and telex. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

12.7 The assets and liabilities of a Sub-Fund shall be allocated as follows:

- a) The proceeds to be received from the issue of Shares of a Sub-Fund shall be applied in the books of the Company to the relevant Sub-Fund;
- b) Where an asset is derived from another asset, such derived asset shall be applied in the books of the Company to the same Sub-Fund as the assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant Sub-Fund;
- c) Where the Company incurs a liability which relates to any asset of a particular Sub-Fund or to any action taken in connection with an asset of a particular Sub-Fund, such liability shall be allocated to the relevant Sub-Fund;
- d) Upon the record date for determination of the person entitled to any dividend declared on Shares of any Sub-Fund, the assets of such Sub-Fund shall be reduced by the amount of such dividends.
- e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Sub-Fund, such asset or liability shall be allocated to all the Sub-Funds pro rata to the net asset values of the relevant Sub-Fund or in such other manner as determined by the Board of Directors acting in good faith.

12.8 For the purposes of the net asset value computation:

- a) Shares of a Sub-Fund to be redeemed under article 10 hereof shall be treated as existing and taken into account until immediately after the time specified by the Board of Directors on the relevant valuation time and from such time and until paid the price therefor shall be deemed to be a liability of the Sub-Fund.
- b) Shares to be issued by a Sub-Fund shall be treated as being in issue as from the time specified by the Board of Directors on the valuation time, and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Sub-Fund.
- c) all investments, cash balances and other assets expressed in currencies other than the currency in which the net asset value for the relevant Sub-Fund is calculated shall be valued on basis of the exchange rates used for the net asset value calculation of that same Valuation Day. And
- d) Where on any valuation time the Company has contracted, in relation to a Sub-Fund, to:
 - Purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the relevant Sub-Fund and the value of the asset to be acquired shall be shown as an asset of such Sub-Fund;
 - Sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the relevant Sub-Fund and the asset to be delivered shall not be included in the assets of such Sub-Fund;
 - Provided however, that if the exact value or nature of such consideration or such asset is not known on such valuation time, then its value shall be estimated by the Board of Directors.

Art. 13. Frequency and Temporary Suspension of the Calculation of the Net Asset Value per Share and of the Issue, Redemption and Conversion of Shares.

13.1 The net asset value per Share and the price for the issue, redemption and conversion of the Shares of all Sub-Funds shall be calculated from time to time by the Board of Directors or any agent appointed therefore by the Board of Directors, at the frequency as determined in the Offering Document with respect to each Sub-Fund but at least on a yearly basis (such day or time of calculation being referred to herein as a "Valuation Day").

13.2 The Board of Directors may impose restrictions on the frequency at which Shares shall be issued; the Board of Directors may, in particular, decide that Shares shall only be issued during one or more offering periods or at such other periodicity as provided for in article 8 and / or elsewhere in these Articles and / or in the Offering Document.

13.3 The Company may suspend the determination of the net asset value per Share and the issue, redemption and conversion of Shares of any Sub-Fund:

a) During any period when any of the principal stock exchanges or other markets on which any substantial portion of the investments attributable to such Sub-Fund from time to time is quoted or dealt in, or when the foreign exchange markets corresponding to the currencies in which the net asset value or a considerable portion of the relevant Sub-Fund's assets are denominated, is closed, excluding ordinary holidays, or during which dealings thereon are restricted or suspended, provided that the closing of such exchange or such restriction or suspension affects the valuation of the investments of the Sub-Fund quoted thereon; or

b) During the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets owned by the Sub-Fund would be impracticable or such disposal or valuation would be detrimental to the interests of Shareholders; or

c) During any breakdown in the means of communication normally employed in determining the price or value of any of the investments of the relevant Sub-Fund or the current price or values on any stock exchange in respect of the assets attributable to the Sub-Fund; or

d) When for any other reason the prices of any investments attributable to such Sub-Fund cannot promptly or accurately be ascertained; or

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

f) Upon the publication of a notice convening a general meeting of Shareholders for the purpose of resolving the winding-up of the Company or of the Sub-Fund; or

g) In exceptional circumstances, whenever the Board of Directors considers it necessary in order to avoid irreversible negative effects on one or more Sub-Funds, in compliance with the principle of equal treatment of Shareholders and in their best interests.

A suspension as to any Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue and redemption of Shares of any other Sub-Fund.

Art. 14. Side Pockets.

14.1 The Board of Directors may decide, in the interest of Shareholders, to segregate certain assets from a Sub-Fund's portfolio (e.g. assets which have become illiquid or hard to evaluate) within a "side pocket", the form and specificities of which will be disclosed to the relevant Sub-Fund's Shareholders by way of notice. The creation and implementation of a side pocket shall not require any approval by the relevant Sub-Fund's Shareholders.

14.2 Side pockets may be created in any form authorized in the Grand Duchy of Luxembourg and may result, amongst others, in Shareholders becoming Shareholders of an additional new Class (within the same Sub-Fund or within a new Sub-Fund) or Sub-Fund. In this respect, any provisions of these Articles normally applicable to a Class / Sub-Fund which are incompatible with the implementation the side pocket shall be set aside if the interest of the relevant Shareholders so requires.

14.3 Upon creation of a side pocket, the net asset value of the relevant Sub-Fund shall be reduced so that it takes into account only such assets of the Sub-Fund which would have not been isolated within the side pocket.

14.4 The Board of Directors will try to sell the assets isolated in any side pocket on the market. Shareholders of the Sub-Fund in relation to which a side pocket has been created shall be entitled to receive a portion of the assets (in cash or in kind) of such side-pocket at its liquidation; such portion shall be proportional to their shareholding in the relevant Sub-Fund at the time of creation of the side pocket.

Title III - Administration and Supervision

Art. 15. Directors.

15.1 The Company shall be managed by a Board of Directors composed of not less than three members who need not be Shareholders of the Company. They shall be elected for a term not exceeding six years.

15.2 The directors shall be elected by the Shareholders at a general meeting of Shareholders; the latter shall further determine their remuneration, if applicable, and the term of their office.

15.3 Any director may be removed with or without cause or be replaced at any time by resolution approved by a simple majority taken at a general meeting of Shareholders.

15.4 In the event of a vacancy in the office of director the remaining directors may temporarily fill such vacancy. The Shareholders shall take a final decision regarding such nomination at their next general meeting of Shareholders.

Art. 16. Board of Directors Meetings.

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

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

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

Art. 17. Board of Directors' Resolutions.

17.1 The directors may only act at duly convened meetings of the Board of Directors. The Directors may not bind the Company by their individual signatures, except if specifically authorized thereto by resolution of the Board of Directors.

17.2 The Board of Directors can deliberate and act validly only if at least the majority of the directors or any other number of directors that the Board of Directors may determine are present or represented. Decisions of the Board of Directors shall be taken by a majority vote of the directors present or represented at such meeting. If at any meeting the number of votes for and against a resolution are equals, the chairman of the meeting will have a casting vote.

17.3 Any director may act at any meeting by appointing in writing or by telefax, electronic mail or any other similar means of communication another director as his proxy.

17.4 Any director may participate in a meeting of the Board of Directors by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

17.5 Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director shall approve such resolution in writing or by telefax, electronic mail or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

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

Art. 18. Powers of the Board of Directors.

18.1 The Board of Directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policies and restrictions as determined in article 21 hereof.

18.2 All powers not expressly reserved by law or by the present Articles to the general meeting of Shareholders are in the competence of the Board of Directors.

Art. 19. Corporate Signature. Towards third parties, the Company is validly bound by the joint signatures of any two directors or by the individual signature of any director or officer to whom authority has been delegated by the Board of Directors.

Art. 20. Delegation of Powers.

20.1 The Board of Directors may delegate its powers to conduct the daily management and business of the Company (including the right to act as an authorised signatory for the Company) in the frame of the daily management and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several members of the Board of Directors or other physical persons or corporate entities, which need not to be members of the Board of Directors. In case of delegation to a member of the Board of Directors, authorization has to be granted by the Shareholders' meeting.

20.2 The Board of Directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board of Directors. The officers need not be directors or

Shareholders of the Company. Unless otherwise stipulated by these Articles, the officers shall have the rights and duties conferred upon them by the Board of Directors. The Board of Directors may furthermore appoint other agents, who need not to be members of the Board of Directors and who will have the powers determined by the Board of Directors.

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

Art. 21. Investment Policies and Restrictions. The Board of Directors, based upon the principle of risk diversification, has the power to determine the investment policies and strategies of each Sub-Fund 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 Offering Document.

Art. 22. Conflict of Interests.

22.1 The Company will be structured and organised in such way as to minimise the risk of Shareholders' interests being prejudiced by conflicts of interest between the Company and, as the case may be, any person contributing to the Company or any person directly or indirectly related to the Company.

22.2 No contract or other transaction between the Company and any other company or firm shall however be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm. Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

22.3 In the event that any director or officer of the Company may have in any transaction of the Company an interest different to the interests of the Company, such director or officer shall make known to the Board of Directors such conflict of interest and shall not consider or vote on any such transaction and such transaction, and such director's or officer's interest therein shall be reported to the next succeeding meeting of Shareholders.

22.4 The term "conflict of interests", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving the initiator, the investment advisor(s) (if any), the investment manager(s) (if any), the Custodian, the distributor(s) (if any) as well as any other person, company or entity as may from time to time be determined by the Board of Directors at its discretion.

Art. 23. Indemnification of Directors.

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

23.2 The foregoing right of indemnification shall not exclude other rights to which any director or officer may be entitled.

Art. 24. Auditor.

24.1 The accounting data related in the annual report of the Company shall be examined by an independent authorized auditor ("réviseur d'entreprises agréé") appointed by the general meeting of Shareholders and remunerated by the Company out of the Sub-Funds' assets.

24.2 The auditor shall fulfill all duties prescribed by the SIF Law.

Title IV - General meetings of shareholders

Art. 25. Powers.

25.1 The general meeting of Shareholders shall represent the entire body of Shareholders of the Company.

25.2 Its resolutions shall be binding upon all the Shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 26. Annual General Meetings of Shareholders.

26.1 The annual general meeting shall be held at the registered office of the Company or at such other place as specified in the notice of meeting, on 30 of the month of April at 11.30a/m. Luxembourg Time. If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following bank business day in Luxembourg.

26.2 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.

Art. 27. Other General Meetings of Shareholders.

27.1 The Board of Directors may convene other general meetings of Shareholders; Shareholders representing ten per cent (10%) of the share capital may also request the Board of Directors to call a general meeting of Shareholders.

27.2 Such other general meetings of Shareholders may be held at such places and times as may be specified in the respective notices of the meeting.

Art. 28. Procedure.

28.1 The general meetings of Shareholders shall be convened by the Board of Directors pursuant to a notice setting forth the agenda and sent to the Shareholders by registered letter at least eight (8) calendar days prior to the meeting. Shareholders representing at least ten per cent (10%) of the Share capital may request the adjunction of one or several items to the agenda of any general meeting of Shareholders. Such request must be addressed to the Company's registered office by registered mail at least five (5) calendar days before the date of the meeting. If all Shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of the meeting.

28.2 Notices to Shareholders may be mailed by registered mail only.

28.3 The Board of Directors may determine all other conditions, which must be fulfilled by the Shareholders in order to attend a general meeting of Shareholders.

28.4 The general meeting of Shareholders may appoint a director or any other person as chairman. The chairman of such meeting of Shareholders shall designate a secretary who may be instructed to keep the minutes of the meetings of the general meeting of Shareholders as well as to carry out such administrative and other duties as directed from time to time by the chairman.

Art. 29. Vote.

29.1 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.

29.2 Each Share in whatever Sub-Fund is entitled to one vote, in compliance with Luxembourg law and these Articles. Only full Shares are entitled to vote. A Shareholder may act at any meeting of Shareholders by giving a written proxy to another person, who needs not to be a Shareholder and who may be a director of the Company.

29.3 Unless otherwise provided by law or herein, resolutions of the general meeting of Shareholders are passed by a simple majority vote of the Shareholders present or represented whose votes have been validly cast.

29.4 Any resolution of the general meeting of Shareholders affecting the rights of the holders of Shares of any Sub-Fund vis-à-vis the rights of the holders of Shares of any other Sub-Fund(s), shall be subject in respect of each Sub-Fund such to the quorums and majority requirements described in article 37 hereof.

Art. 30. General Meetings of Shareholders of Sub-Fund(s) or Class(es).

30.1 The Shareholders of any Sub-Fund and / or Class of Shares may hold, at any time, general meetings of Shareholders to decide on any matter, which relate exclusively to such Sub-Fund and/or Class, such as the allocation of results.

30.2 The provisions of articles 28, 29.1 and 29.2 shall apply to such general meetings of Shareholders. Unless otherwise provided for by law or herein, resolutions of the general meeting of Shareholders of a Sub-Fund and/or Class are passed by a simple majority vote of the Shareholders present or represented.

Art. 31. Term, Liquidation and Merger of Sub-Funds.

31.1 The Sub-Funds may be created for an undetermined period of time or for a fixed period of time as provided for in the Offering Document. In case a Sub-Fund is created for a fixed period, it will terminate automatically on its maturity date provided for in the Offering Document.

31.2 The Board of Directors may decide to liquidate one Sub-Fund if the net assets of such Sub-Fund have decreased to, or have not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund to be operated in an economically efficient manner or if a change in the economic or political situation relating to the Sub-Fund concerned would justify such liquidation. Any Shareholders will be notified by the Company of any decision to liquidate the relevant Sub-Fund prior to the effective date of the liquidation and the notice will indicate the reasons for, and the procedures of, the liquidation operations.

31.3 Unless the Board of Directors otherwise decides in the interest of, or to keep equal treatment between, the Shareholders, the Shareholders of the Sub-Fund concerned may continue to request redemption of their Shares.

31.4 In the same circumstances as provided above, the Board of Directors may decide to terminate one Sub-Fund and contribute its assets into another Sub-Fund (the "new Sub-Fund") or into another regulated undertaking for collective investment or other regulated investment vehicle or into a sub-fund of another regulated undertaking for collective investment or other regulated investment vehicle (the "new portfolio"). The Board of Directors may resolve to amalgamate two or more Sub-Funds if it believes that such a course of action is in the best interests of the Shareholders of the relevant Sub-Funds. Affected Shareholders will be notified any such decision and relevant information in relation to the new Sub-Fund / new portfolio. Notice will be provided at least one (1) month before the date on which the amalgamation

becomes effective in order to enable Shareholders to request that their Shares be redeemed without redemption charge before the amalgamation is completed.

31.5 Where the Board of Directors does not have the authority to do so or where the Board of Directors determines that the decision should be put to Shareholders for their approval, the decision to liquidate or to merge a Sub-Fund may instead be taken at a meeting of Shareholders of the relevant Sub-Fund. At the relevant meeting of Shareholders in the Sub-Fund, no quorum will be required and any decision to liquidate or merge must be approved by Shareholders holding at least a simple majority of the Shares present or represented. Shareholders will be notified by the Company of any resolution to proceed with liquidation or amalgamation at least one (1) month before the effective date of the liquidation or amalgamation of the Sub-Fund in order to enable Shareholders to request redemption or switching of their Shares without redemption or switching charges before the liquidation or amalgamation of the Sub-Fund takes place.

Art. 32. Consolidation/Splitting.

32.1 The Board of Directors may consolidate or split the Shares of a Sub-Fund.

32.2 A consolidation or split may also be resolved by a general meeting of Shareholders of the Sub-Fund and / or Class concerned deciding, without any quorum requirements, at the simple majority of the Shares present and represented.

Title V - Accounting year - Distributions

Art. 33. Financial Year. The accounting year of the Company shall commence each year on 1st January and shall terminate on 31 December of the same year.

Art. 34. Distributions.

34.1 The general meeting of Shareholders in respect of each Sub-Fund and/or Class, within the limits provided by law, shall determine how the profits, if any, of the Company shall be treated, and from time to time may declare dividends, provided, however, that the capital of the Company does not fall below the prescribed minimum capital.

34.2 The Board of Directors may decide to pay interim dividends in compliance with these Articles and the conditions set forth by law.

34.3 Dividends shall be paid in EUR or in the reference currency of a Sub-Fund or, in any currency required by the relevant Shareholder (in such case, at the Shareholder's charge) at such time and place that the Board of Directors shall determine from time to time.

34.4 An income equalisation amount may be calculated by reference to the amount of the monthly net asset value per Share representing accrued net income (or deficit) or accrued net realised capital gains (or losses) at the time when a subscription or a redemption is made so that the dividend correspond to the actual entitlement.

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

34.6 A dividend declared but not paid on a Share cannot be claimed by the holder of such Share after a period of five (5) years from the notice given thereof, unless the Board of Directors has waived or extended such period in respect of all Shares, and shall otherwise revert after expiry of the period to the relevant Sub-Fund of the Company. The Board of Directors shall have power from time to time to take all steps necessary and to authorise such action on behalf of the Company to perfect such reversion.

34.7 Dividends may only be declared and paid in accordance with the provisions of this article with respect to distribution Shares and no dividends will be declared and paid with respect to capitalisation Shares.

Art. 35. Custodian.

35.1 To the extent required by the SIF Law, the Company shall enter into a custodian agreement with a banking or saving institution as defined by the law of 5 April 1993 on the financial sector (herein referred to as the "Custodian").

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

35.3 If the Custodian wishes to withdraw, the Board of Directors shall use its best endeavours to find a successor custodian within two (2) months of such withdrawal. The Board of Directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in its place.

Art. 36. Dissolution.

36.1 The Company may at any time be dissolved by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements referred to in article 37 hereof.

36.2 Whenever the share capital falls below the two thirds (2/3) of the minimum capital indicated in article 5.2 hereof, the question of the dissolution of the Company shall be referred to the general meeting of Shareholders by the Board of Directors. The general meeting of Shareholders, for which no quorum shall be required, shall decide by simple majority of the votes of the Shares present and represented at the meeting.

36.3 The question of the dissolution of the Company shall further be referred to the general meeting of Shareholders whenever the share capital falls below one fourth (1/4) of the minimum capital set by article 5.2 hereof; in such an event, the general meeting of Shareholders shall be held without any quorum requirements and the dissolution may be decided by the votes of the Shareholders holding one fourth (1/4) of the Shares represented at the meeting.

36.4 The meeting must be convened so that it is held within a period of forty (40) days from the discovery that the net assets of the Company have fallen below two thirds (2/3) or one fourth (1/4) of the legal minimum, as the case may be.

36.5 In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) duly approved by the regulatory authority and named by the meeting of Shareholders effecting such dissolution and which shall determine their powers and their compensation. The operations of liquidation will be carried out pursuant to the SIF Law.

36.6 The net proceeds of liquidation corresponding to each Class within Sub-Fund shall be distributed by the liquidator (s) to the holders of Shares of each Sub-Fund in proportion to their holding of such Shares in the respective Sub-Fund (s).

Art. 37. Amendments to the Articles. These Articles may be amended by a general meeting of Shareholders subject to the quorum requirements provided by the law of 10 August 1915 on companies, as amended.

Art. 38. Statement. Words importing a masculine gender also include the feminine gender and words importing persons or Shareholders also include corporations, partnerships, associations and any other organised group of persons whether incorporated or not.

Art. 39. Applicable Law. All matters not governed by these Articles shall be determined in accordance with the Luxembourg law of 10 August 1915 on companies and the SIF Law as such laws have been or may be amended from time to time.

Transitory dispositions

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

2) The first annual general meeting of Shareholders will be held in 2014.

Subscription and Payment

The share capital of the Company is subscribed as follows: Compam Asset Management S.A., prequalified, subscribes for 31 (thirty-one) Shares, resulting in a total payment of 31,000 EUR (EUR thirty-one thousand).

Evidence of the above payment, totalling 31,000 EUR (EUR thirty-one thousand) was given to the undersigned notary.

The subscriber declared that upon determination by the Board of Directors, pursuant to the Articles, of the various Classes of Shares which the Company shall have, it will elect the Class or Classes of Shares to which the Shares subscribed to by it shall appertain.

Declaration

The undersigned notary herewith declares having verified the existence of the conditions enumerated in articles 26, 26-3 and 26-5 of the law of 10 August 1915 on companies and expressly states that they have been fulfilled.

Expenses

The expenses of the Company as a result of its formation are estimated at approximately two thousand four hundred forty-five euros (EUR 2,445.-).

Resolutions of the sole shareholder

The above party representing the entire subscribed capital, immediately passed the following resolutions:

1. The registered office of the Company is set at 30, Boulevard Royal, L-2449 Luxembourg.

2. The number of directors is fixed at three (3) and the following persons are elected as directors for a term to expire at the close of the annual general meeting of Shareholders which shall deliberate on the annual accounts of the Company as at 31 December 2013:

- Mr Roberto Di Carlo, born in Villa d'Alme' (Italy) on September 30th 1950, residing professionally at L-1273 Luxembourg-Hamm, 19, rue de Bitbourg;

- Mr Gabriele Bruera, born in Torino (Italy) on July 23rd 1968, residing at CH-6900 Lugano-Paradiso, Via Calprino 18; and

- Mr Lamberto Conte, born in Roma (Italy) on March 23rd 1967, residing at CH-6900 Lugano-Paradiso, Via Calprino 18.

3. The following is elected as auditor of the Company for a term to expire at the close of the annual general meeting of Shareholders which shall deliberate on the annual accounts of the Company as at 31 December 2013:

- Deloitte Audit, société à responsabilité limitée, having its registered office at L-2220 Luxembourg, 560, rue de Neudorf, registered with the Luxembourg Trade and Companies Register under number B67.895,

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

Whereof this notarial deed is drawn up on the date named at the beginning of this deed.

Signé: LA ROCCA, ARRENSDORFF.

Enregistré à Luxembourg Actes Civils, le 25 février 2013. Relation: LAC/2013/8429. Reçu soixante-quinze euros 75,00 €.

Le Releveur (signé): THILL.

POUR EXPEDITION CONFORME délivrée à des fins administratives.

Luxembourg, le 18 mars 2013.

Référence de publication: 2013036762/773.

(130045548) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mars 2013.

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

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 164.068.

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

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

Luxembourg, le 27 mars 2013.

Référence de publication: 2013040993/10.

(130050651) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2013.

Captiva 2 Italie S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 112.238.

Extrait du 6 mars 2013

Veillez noter que le siège social de l'associé unique de la Société a été modifié comme suit:

Captiva Capital Partners II S.C.A, 11 rue Sainte Zithe, L-2763 Luxembourg

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

Luxembourg, le 6 mars 2013.

Référence de publication: 2013040997/13.

(130050381) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2013.

Captiva 2 Johannes S.à r.l., Société à responsabilité limitée.

Capital social: EUR 25.000,00.

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

R.C.S. Luxembourg B 112.237.

Extrait du 6 mars 2013

Veillez noter que le siège social de l'associé unique de la Société a été modifié comme suit:

Captiva Capital Partners II S.C.A, 11 rue Sainte Zithe, L-2763 Luxembourg

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

Luxembourg, le 6 mars 2013.

Référence de publication: 2013040998/13.

(130050380) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2013.

Beverage Packaging Holdings (Luxembourg) VI S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 173.602.

EXTRAIT

Il résulte des résolutions prises par l'Associé Unique de la Société en date du 18 mars 2013 que:

- Mr. Andrew Liddell a démissionné de ses fonctions de gérant A de la Société en date du 18 mars 2013;

- Mr. Carl John Getz, cadre, né le 06 juin 1960 à Indianapolis, Indiana et résidant professionnellement au 1900 West Field Court, Lake Forest, Illinois 60045, Etats Unis d'Amérique, est nommé en tant que nouveau gérant A de la Société avec effet immédiat et pour une durée indéterminée.

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

Munsbach, le 25 mars 2013.

Pour la Société

Un gérant

Référence de publication: 2013040955/18.

(130050502) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2013.

Beverage Packaging Holdings (Luxembourg) III S.à r.l., Société à responsabilité limitée.

Capital social: EUR 404.969.325,00.

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

R.C.S. Luxembourg B 128.135.

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EXTRAIT

Il résulte des résolutions prises par l'Associé Unique de la Société en date du 18 mars 2013 que:

- Mr. Greg COLE a démissionné de ses fonctions de gérant A de la Société en date du 18 mars 2013;

- Mr. Carl John Getz, cadre, né le 06 juin 1960 à Indianapolis, Indiana et résidant professionnellement au 1900 West Field Court, Lake Forest, Illinois 60045, Etats Unis D'Amérique, est nommé en tant que nouveau gérant A de la Société avec effet immédiat et pour une durée indéterminée.

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

Munsbach, le 25 mars 2013.

Pour la Société

Un gérant

Référence de publication: 2013040953/18.

(130050789) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2013.

Beverage Packaging Holdings (Luxembourg) IV S. à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

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

R.C.S. Luxembourg B 165.957.

—
Il est porté à connaissance des tiers que le prénom correct du gérant Günther SCHOMMARZ est le suivant:

- Herman Günther SCHOMMARZ.

EXTRAIT

Il résulte des résolutions prises par l'Associé Unique de la Société en date du 18 mars 2013 que:

- Mr. Gregory Alan COLE a démissionné de ses fonctions de gérant A de la Société en date du 18 mars 2013;

- Mr. Carl John Getz, cadre, né le 06 juin 1960 à Indianapolis, Indiana et résidant professionnellement au 1900 West Field Court, Lake Forest, Illinois 60045, Etats Unis d'Amérique, est nommé en tant que nouveau gérant A de la Société avec effet immédiat et pour une durée indéterminée.

Par conséquent le Conseil de gérance est composé comme suit:

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

Munsbach, le 25 mars 2013.

Pour la Société

Un gérant

Référence de publication: 2013040954/21.

(130050863) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2013.

Sonica Investments S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 8, boulevard Royal.

R.C.S. Luxembourg B 127.083.

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1. Le siège social au 8, Boulevard Royal L-2449 Luxembourg de la société SONICA INVESTMENTS S.A. inscrite au registre de commerce et des sociétés sous le numéro B-127.083 est dénoncé avec effet immédiat.

2. Le contrat de domiciliation à durée indéterminée conclu entre la société SONICA INVESTMENTS S.A. et Luxembourg Management Company Group SA (LMC Group SA), est résilié avec effet immédiat.

Luxembourg, le 28 mars 2013.

L.M.C Group S.A

Société Anonyme

Signature

Référence de publication: 2013042041/15.

(130051266) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Sab Soparfin S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 7, route d'Esch.

R.C.S. Luxembourg B 67.856.

—
Extrait de résolution du conseil d'administration tenu le 25 janvier 2013:

1. Le poste d'administrateur étant devenu vacant à la suite du décès de Monsieur Simon TORTELL, les membres du conseil décident de coopter Monsieur Pier Paolo GUARDIGLI, né à San Marino (République de San Marino) le 15 janvier 1955 et demeurant à San Marino au 88, Via Jacopo Istriani à 47890 République de San Marino aux fonctions d'administrateur pour un mandat de 6 ans jusqu'à l'assemblée générale ordinaire qui se tiendra en 2019.

2. En outre les mandats des autres administrateurs sont reconduits pour une durée de 6 ans, ainsi que la mandat du commissaire aux comptes et ce jusqu'à l'assemblée générale ordinaire qui se tiendra en 2019.

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

Luxembourg, le 25 janvier 2013.

SAB SOPARFIN S.A.

Kristen SIMAT

Administrateur

Référence de publication: 2013042024/19.

(130051740) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Servizi Finanziari Internazionali S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 112.064.

—
LIQUIDATION JUDICIAIRE

Extrait

Par jugement du 21/03/2013, le tribunal d'arrondissement de et à Luxembourg siégeant en matière commerciale a déclaré dissoute et ordonné la liquidation de la société SERVIZI FINANZIARI INTERNAZIONALI S.A., avec siège social à L-1219 Luxembourg, 17, rue Beaumont, de fait inconnue à cette adresse. Ce même jugement a nommé juge-commissaire Madame Martine LEYTEM, juge au tribunal d'arrondissement de Luxembourg, et désigné comme liquidateur Maître Radia DOUKHI, avocat, demeurant à Hesperange.

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

Me Radia DOUKHI.

Référence de publication: 2013042028/16.

(130051493) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

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

Capital social: EUR 12.500,00.

Siège social: L-8009 Strassen, 27, route d'Arlon.

R.C.S. Luxembourg B 95.576.

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Constatation de cession de parts sociales

Suite à une convention de cession de parts sociales conclue sous-seing privé en date du 26 mars 2013, il résulte que le capital social de la société SOMETIMES S.à r.l., représenté par 500 parts sociales d'une valeur nominale de 25 EUR chacune est désormais intégralement détenu par Monsieur Carlos RIVAS.

Il est porté à la connaissance des tiers que l'adresse actuelle de Monsieur Carlos RIVAS, Gérant et Associé de la Société, est désormais la suivante:

L-8210 Mamer, 10, route d'Arlon

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

Strassen, le 26 mars 2013.

Pour la Société

Carlos RIVAS

Gérant et Associé

Référence de publication: 2013042039/19.

(130051471) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Sotichim S.A., Société Anonyme.

Siège social: L-2543 Luxembourg, 30, Dernier Sol.

R.C.S. Luxembourg B 76.468.

Extrait des délibérations de l'assemblée générale extraordinaire des actionnaires tenue au siège social de la société en date du 29 mars 2013, à 11h00.

Après délibération, l'Assemblée, à l'unanimité, décide de transférer le siège social de la société de son adresse actuelle vers L-2543 Luxembourg, 30, Dernier Sol.

Il est également porté à la connaissance des tiers:

1. L'adresse de l'administrateur BOULANGER Isabelle est désormais le 30, Dernier Sol L-2543 Luxembourg;
 2. L'adresse de l'administrateur DEFLORENNE Frédéric est désormais le 30, Dernier Sol L-2543 Luxembourg
 3. L'adresse du Commissaire aux comptes FIDINTER SARL est désormais le 30, Dernier Sol L-2543 Luxembourg
- Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour extrait conforme

Frédéric DEFLORENNE

Référence de publication: 2013042044/18.

(130051730) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

SPA.FI S.A., Société Anonyme.

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

R.C.S. Luxembourg B 44.547.

Extrait de la résolution prise lors de la réunion du Conseil d'Administration tenue le 20 mars 2013

A l'unanimité, le Conseil d'Administration décide:

- de nommer Monsieur Jean-Robert BARTOLINI en tant que Président du Conseil d'Administration, conformément aux dispositions de l'article 64 (2) de la loi modifiée du 10 août 1915 sur les sociétés commerciales. Son mandat viendra à échéance lors de l'assemblée Générale Statutaire de l'an 2017.

Certifié sincère et conforme

SPA. FI S.A.

Signatures

Administrateur / Administrateur

Référence de publication: 2013042045/16.

(130051409) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Wemaro S.A., Société Anonyme.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 45.565.

Extrait des résolutions adoptées en date du 14 mars 2013 lors de l'Assemblée Générale Extraordinaire de la société WEMARO S.A.

- Le siège social de la société désormais sis au 127, rue de Mühlenbach, L-2168.

- La nomination à la fonction d'Administrateur de la Société de DAHLIA COMPANY INC., ayant son siège social Via Espana, Elvira Mendez Street, Delta Tower, 14th Floor, Panama City (République de Panama), enregistrée au Microjacket sous le numéro 598510, a été acceptée avec effet immédiat jusqu'au 5 mars 2019.

- La société UNIVERSAL STARS LLC, ayant son siège social au 1617 N. Main Street, Suite B, WY 82801 Sheridan (U.S.A.), immatriculée au CID 2003-00454411, a été nommée Commissaire aux Comptes de la Société avec effet immédiat jusqu'au 5 mars 2019.

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

WEMARO S.A.

Signature

Un mandataire

Référence de publication: 2013042085/20.

(130051569) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Wasteholdco 1 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 4.842.595,00.

Siège social: L-1882 Luxembourg, 12F, rue Guillaume Kroll.

R.C.S. Luxembourg B 135.364.

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Extrait des résolutions de l'associé unique en date du 25 mars 2013

L'associé unique a décidé en date du 25 mars 2013:

- d'accepter la démission de Monsieur Jean-Robert Bartolini en tant que gérant de catégorie B de la société avec effet immédiat;

- de nommer Monsieur Christoph Kossmann, ayant son adresse professionnelle au 412F, Route d'Esch, L-2086 Luxembourg en tant que gérant de catégorie B de la Société avec effet immédiat et pour une durée indéterminée.

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

Référence de publication: 2013042083/15.

(130051474) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

World Investments Company, en abrégé WIC S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 49, boulevard du Prince Henri.

R.C.S. Luxembourg B 86.321.

—
Extrait des résolutions prises lors de l'assemblée générale extraordinaire des actionnaires tenue au siège social à Luxembourg, le 25 mars 2013

Les démissions de Messieurs Régis DONATI, Robert REGGIORI et Louis VEGAS-PIERONI de leurs fonctions d'administrateurs avec effet immédiat sont acceptées.

Monsieur SMITH Christopher Stephen, dirigeant, né le 29.01.1972 à Douglas (Ile de Man), domicilié professionnellement au 18, Curzon Street, Mayfair, W1J 7SX Londres (Royaume-Uni), Monsieur CORMEAU Vincent Jean-Paul, administrateur de sociétés, né le 29.08.1960 à Verviers (Belgique), domicilié professionnellement au 3, rue Belle-Vue, L-1227 Luxembourg, et Monsieur MEDINA Juan Luis, dirigeant, né le 14.07.1966 à Jersey (Royaume-Uni), résidant à l'Heuthuex Siez, la ruelles du Coin Varin, JE3 7EJ Saint Peter, Jersey (Royaume-Uni), sont nommés nouveaux administrateurs de la société pour une durée d'un an. Les mandats des nouveaux administrateurs viendront à échéance lors de l'Assemblée Générale Statutaire qui approuvera les comptes clôturant au 31.10.2013.

Pour extrait sincère et conforme

WORLD INVESTMENTS COMPANY, en abrégé WIC S.A.

Vincent CORMEAU

Administrateur

Référence de publication: 2013042087/22.

(130051667) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Telindus, Société Anonyme.

Siège social: L-8009 Strassen, 81-83, route d'Arlon.

R.C.S. Luxembourg B 19.669.

—
Extrait du procès-verbal de la résolution écrite du conseil d'administration du 14 mars 2013

ad 7) L'assemblée approuve à l'unanimité la nomination par le Conseil d'administration du réviseur d'entreprises, Deloitte S.A.,
560, rue de Neudorf,

L-2220 Luxembourg

ceci pour une durée d'une année. Le mandat vient à échéance lors de l'assemblée générale ordinaire à tenir en 2014 statuant sur l'exercice 2013.

Pour extrait conforme

Armand MEYERS / Gérard HOFFMANN

Administrateur-délégué / Président et Administrateur-délégué

Référence de publication: 2013042060/17.

(130051280) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Ulysse Holding Participations S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 1, boulevard Joseph II.

R.C.S. Luxembourg B 155.475.

Lors de l'assemblée générale extraordinaire du 26 novembre 2012, les décisions suivantes ont été prises:

- 1) Les démissions de Monsieur Philippe Nguyen, Olkad Management Services S.à r.l. et Monsieur Stéphane Morelle en leur qualité de gérant sont acceptées avec effet au 26 novembre 2012 à midi.
- 2) Ont été nommés pour une période de 6 (six) années courant à compter du 26 novembre 2012 à midi jusqu'à la date de l'assemblée générale ordinaire annuelle d'approbation des comptes annuels de la Société clos au 31 décembre 2018:

Administrateurs:

Monsieur, ALAIN HEINZ, administrateur de sociétés, demeurant professionnellement 121, avenue de la Faïencerie, L-1511 Luxembourg

Monsieur, LAURENT KIND, administrateur de sociétés, demeurant professionnellement 121, avenue de la Faïencerie, L-1511 Luxembourg

Monsieur JEAN-DANIEL COHEN, administrateur de sociétés, demeurant professionnellement 3, rue Hoche, F-75008 Paris

Pour extrait conforme

Référence de publication: 2013042069/21.

(130051359) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Sun Two S.A., Société Anonyme.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 164.453.

Extrait des résolutions adoptées en date du 1^{er} mars 2013 lors de l'Assemblée Générale Extraordinaire de la société SUN TWO S.A.

- Le siège social de la société est transféré du 241, Route de Longwy, L-1941 Luxembourg au 127, rue de Mühlenbach, L-2168 Luxembourg à compter du 1^{er} mars 2013.

- Les démissions de:

* M. Pascal HENNUY

* M. François DIFFERDANGE

de leurs mandats d'administrateurs de la Société ont été acceptées avec effet au 28 février 2013.

- La démission de M. Pascal HENNUY de son mandat de délégué à la gestion journalière de la Société a été acceptée avec effet au 28 février 2013.

- La révocation du mandat de Commissaire aux Comptes de AUDIEX S.A. a été actée avec effet au 28 février 2013.

- Les nominations à la fonction d'Administrateurs de la Société de:

* M. Christian BÜHLMANN, expert-comptable, né à Etterbeek (Belgique), le 1^{er} mai 1971, résidant professionnellement au 127, rue de Mühlenbach, L-2168 Luxembourg

* M. Alexandre TASKIRAN, expert-comptable, né à Karaman (Turquie), le 24 avril 1968, résidant professionnellement au 127, rue de Mühlenbach, L-2168 Luxembourg

ont été acceptées avec effet au 1^{er} mars 2013 jusqu'au 28 février 2019.

- Le mandat de Mme Rossella SPADINI en tant qu'Administrateur a été renouvelé avec effet au 1^{er} mars 2013 jusqu'au 28 février 2019.

- La société TRUSTCONSULT LUXEMBOURG S.A. ayant son siège social au 127, rue de Mühlenbach, L-2168 Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous numéro B 86995, a été nommée Commissaire aux Comptes de la Société avec effet au 1^{er} mars 2013 jusqu'au 28 février 2019.

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

SUN TWO S.A.

Signature

Un mandataire

Référence de publication: 2013042050/33.

(130051685) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Sun One S.A., Société Anonyme.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 164.460.

Extrait des résolutions adoptées en date du 1^{er} mars 2013 lors de l'Assemblée Générale Extraordinaire de la société SUN ONE S.A.

- Le siège social de la société est transféré du 241, Route de Longwy, L-1941 Luxembourg au 127, rue de Mühlenbach, L-2168 Luxembourg à compter du 1^{er} mars 2013.

- Les démissions de:

* M. Pascal HENNUY

* M. François DIFFERDANGE

de leurs mandats d'administrateurs de la Société ont été acceptées avec effet au 28 février 2013.

- La démission de M. Pascal HENNUY de son mandat de délégué à la gestion journalière de la Société a été acceptée avec effet au 28 février 2013.

- La révocation du mandat de Commissaire aux Comptes de AUDIEX S.A. a été actée avec effet au 28 février 2013.

- Les nominations à la fonction d'Administrateurs de la Société de:

* M. Christian BÜHLMANN, expert-comptable, né à Etterbeek (Belgique), le 1^{er} mai 1971, résidant professionnellement au 127, rue de Mühlenbach, L-2168 Luxembourg

* M. Alexandre TASKIRAN, expert-comptable, né à Karaman (Turquie), le 24 avril 1968, résidant professionnellement au 127, rue de Mühlenbach, L-2168 Luxembourg

ont été acceptées avec effet au 1^{er} mars 2013 jusqu'au 28 février 2019.

- Le mandat de Mme Rossella SPADINI en tant qu'Administrateur a été renouvelé avec effet au 1^{er} mars 2013 jusqu'au 28 février 2019.

- La société TRUSTCONSULT LUXEMBOURG SA. ayant son siège social au 127, rue de Mühlenbach, L-2168 Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous numéro B 86995, a été nommée Commissaire aux Comptes de la Société avec effet au 1^{er} mars 2013 jusqu'au 28 février 2019.

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

SUN ONE S.A.

Signature

Un mandataire

Référence de publication: 2013042049/33.

(130051684) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Voyages Wasteels, Société à responsabilité limitée.

Siège social: L-4042 Esch-sur-Alzette, 62A, rue du Brill.

R.C.S. Luxembourg B 7.624.

Extrait des contrats de cession de parts sociales signés le 23 mars 2013

Résolution

La société COFIWAS S.A., dont le siège social est établi au 5, Avenue Gaston Diderich L-1420 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B10.701, représentée par Monsieur Laurent WASTEELS;

Ci-après dénommé le Vendeur;

Et la société LAMYL INTERNATIONAL CORPORATION S.A., dont le siège social est établi au 5, Avenue Gaston Diderich L-1420 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B10.103, représentée par Monsieur Laurent WASTEELS;

Ci-après dénommé l'Acquéreur;

Il a été décidé que le Vendeur cède 1 part sociale de la société VOYAGES WASTEELS S.à r.l., à l'Acquéreur.

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

AFC Benelux Sàrl

Signature

Référence de publication: 2013042078/21.

(130051480) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

TNK-BP Finance S.A., Société Anonyme.

Siège social: L-2130 Luxembourg, 23, boulevard Charles Marx.

R.C.S. Luxembourg B 107.428.

Extrait des résolutions prises lors de l'assemblée générale extraordinaire des actionnaires de la Société tenue en date du 21 mars 2013

En date du 21 mars 2013, l'assemblée générale extraordinaire des actionnaires de la Société a pris les résolutions suivantes:

- d'accepter les démissions de Messieurs Axel RUST, Vincent VILLEM, Andriy GLAVATSKYY et Madame Rossana DI MARTINO de leur mandat d'administrateur de la Société avec effet immédiat;

- de nommer les personnes suivantes en tant que nouveaux administrateurs de la Société avec effet immédiat et ce jusqu'à l'assemblée générale annuelle de la Société qui statuera sur les comptes arrêtés au 31 décembre 2013:

* Madame Evelyne GUILLAUME, née le 7 octobre 1963 à Luxembourg, résidant professionnellement à l'adresse suivante: 16, allée Marconi, L-2120 Luxembourg;

* Madame Manette OLSEM, née le 19 janvier 1958 à Luxembourg, résidant professionnellement à l'adresse suivante: 16, allée Marconi, L-2120 Luxembourg;

* Monsieur Jean-Marie POOS, né le 16 octobre 1966 à Uccle, Belgique, résidant professionnellement à l'adresse suivante 16, allée Marconi, L-2120 Luxembourg.

Le conseil d'administration de la Société est désormais composé comme suit:

- Monsieur Peter Ivanovich LAZAREV

- Madame Evelyne GUILLAUME

- Madame Manette OLSEM

- Monsieur Jean-Marie POOS

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

Luxembourg, le 26 mars 2013.

TNK-BP Finance S.A.

Signature

Référence de publication: 2013042067/30.

(130051289) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Audiex S.A., Société Anonyme.

Siège social: L-1911 Luxembourg, 9, rue du Laboratoire.

R.C.S. Luxembourg B 65.469.

Extrait des résolutions prises par l'assemblée générale ordinaire tenue extraordinairement le 4 janvier 2013

Sont nommés administrateurs, leurs mandats prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 31 décembre 2012:

- Monsieur Marc THILL, réviseur d'entreprises, expert-comptable, demeurant au 35, allée Pierre de Mansfeld, L - 2118 Luxembourg, Président du Conseil d'Administration et administrateur-délégué;

- Monsieur Marc LAMESCH, réviseur d'entreprises, demeurant au 6, rue Hoimesbusch, L - 5371 Schuttrange, Luxembourg;

- Monsieur Daniel CROISE, réviseur d'entreprises, expert-comptable, demeurant au 13, rue Schiltzberg, L - 6171 Godbrange, Luxembourg;

- Monsieur Erwan LOQUET, conseiller fiscal, 7, impasse du chevreuil, F - 57330 Hettange - Grande, France.

Le mandat d'administrateur de Monsieur Werner MÜLLERKLEIN n'a pas été renouvelé.

Est nommé commissaire aux comptes, son mandat prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 31 décembre 2012:

- Monsieur Armand HAAS, licencié en sciences commerciales et financières, demeurant professionnellement au 30, Grand-rue, L - 1660 Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 28 mars 2013.

Référence de publication: 2013042524/24.

(130051829) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Attractions Foraines A.& P .Reb S.à r.l., Société à responsabilité limitée.

Siège social: L-5421 Erpeldange (Bous), 6, rue de Rolling.

R.C.S. Luxembourg B 59.667.

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

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

Luxembourg, le 27 mars 2013.

Pour la société

Signature

Un mandataire

Référence de publication: 2013042523/14.

(130051914) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Art et Plafonds s.à r.l., Société à responsabilité limitée.

Siège social: L-7423 Dondelange, 1, rue du Moulin.

R.C.S. Luxembourg B 152.534.

EXTRAIT

Suite à une cession de parts sociales dûment approuvée par les associés et dûment signifiée à la société, le capital social fixé à 12 500 EUR, représenté par 100 parts sociales, entièrement souscrites et libérées, se repartit comme suit:

Monsieur VITALE Fabrice	51 parts sociales
Monsieur NICKERS Hervé	49 parts sociales
Total: cent parts sociales	100

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

Dondelange, le 19/12/2012.

ART ET PLAFONDS SARL

Référence de publication: 2013042520/16.

(130052081) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Credit Suisse Index Fund (Lux), Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 167.524.

Monsieur Rudolf Kömen a été coopté avec effet au 13 mars 2013 en tant que nouveau membre du conseil d'administration de Credit Suisse Index Fund (Lux), en remplacement de Monsieur Germain Trichies, qui a démissionné le 13 mars 2013.

Par conséquent, le conseil d'administration se compose comme suit et ce jusqu'à la fin de la prochaine assemblée générale ordinaire des actionnaires qui se tiendra en 2013:

- Luca Diener, Membre du Conseil d'Administration
4, Kalandergasse, CH-8070 Zurich
- Rudolf Kömen, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg
- Guy Reiter, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg
- Fernand Schaus, Membre du Conseil d'Administration

53557

5, rue Jean Monnet, L-2180 Luxembourg

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

CREDIT SUISSE FUND MANAGEMENT S.A.

Jacqueline Siebenaller / Fernand Schaus

Director / Director

Référence de publication: 2013042565/24.

(130051962) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Cola Minerals Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 160.283.

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EXTRAIT

Il résulte d'un contrat de cession portant sur 12.500 parts de la société Cola Minerals Luxembourg S.à r.l. (représentant 100% du capital social de la Société) conclu entre la société Penwest Holdings Inc. et la société SCI Kolak MC en date du 23 août 2012 que:

- la société SCI Kolak MC, une société de droit monégasque, avec siège social à Emilie Palace, 3, avenue Princesse Grace, MC-98000 Monaco, immatriculée sous Registre des Sociétés de Monaco sous le numéro 06 SC 12143, a acquis les 12.500 parts cédées par la société Penwest Holdings Inc. et est désormais associée unique de la Société avec effet au 15 août 2012.

Pour extrait conforme

Pour Cola Minerals Luxembourg S.à r.l.

Signature

Référence de publication: 2013042556/19.

(130052207) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Compagnie Financière Européenne de Participations S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 25A, boulevard Royal.

R.C.S. Luxembourg B 51.036.

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Extrait de l'A.G. ordinaire du 03/12/2012

Au siège de la société,

Les actionnaires décident de renouveler le mandat d'administrateur de Monsieur Jean-Jacques AXELROUD, né le 21/10/1944 à Nancy et demeurant au 89A, Avenue Gaston Diederich à L-1420 Luxembourg jusque l'assemblée générale ordinaire de l'année 2017.

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

Référence de publication: 2013042558/13.

(130052257) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Blando Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 113.754.

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EXTRAIT

En date du 29 mars 2013, l'actionnaire unique de la Société a pris les résolutions suivantes:

- la démission de Kees-Jan Avis en tant qu'administrateur A de la Société, est acceptée avec effet au 29 mars 2013;
- Laurent Baucou, né à Pau, France, le 09 janvier 1984, avec adresse professionnelle au 15, rue Edward Steichen, L-2540 Luxembourg, est nommée nouvel administrateur A de la Société avec effet au 29 mars 2013 et jusqu'à l'assemblée générale annuelle qui se tiendra en 2015;

A compter du 29 mars 2013, le conseil d'administration se compose comme suit:

- Virginia Strelén, administrateur A;
- Laurent Baucou, administrateur A;
- Joanna Lee Panzera, administrateur B;
- Jonathan William Haddon, administrateur B;

- Nicholas John Kabcenell, administrateur B;
- Robert Dean Graffam, administrateur B.

Pour extrait conforme.

Luxembourg, le 02 avril 2013.

Référence de publication: 2013042541/22.

(130051822) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Cachan Lux S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 95.854,78.

Siège social: L-1855 Luxembourg, 37A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 97.127.

En date du 27 mars 2013, le Conseil de gérance a pris la décision suivante:

- Transfert du siège social de la Société du 46A, Avenue J.F. Kennedy, L-1855 Luxembourg au 37A, Avenue J.F. Kennedy, L-1855 Luxembourg, avec effet au 1^{er} avril 2013.

En date du 27 mars 2013, l'associé unique INVESCO PIT (Luxembourg) S.à r.l. a pris les décisions suivantes:

- Démission des gérants suivants à compter du 1^{er} avril 2013:

* Monsieur Jorge Perez Lozano;

* Monsieur Robert Jan Schol;

- Election du nouveau gérant à compter du 1^{er} avril 2013 pour une durée indéterminée:

* Madame Simone Schmitz, née le 1^{er} août 1979, à Bernkastel - Kues, Allemagne, ayant pour adresse professionnelle le 37A, Avenue J.F. Kennedy, L-1855 Luxembourg.

L'associé unique INVESCO PIT (Luxembourg) S.à r.l., a informé la Société que son nouveau siège social se trouvera au 37A, Avenue J.F. Kennedy, L-1855 Luxembourg à compter du 1^{er} avril 2013.

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

Luxembourg, le 2 avril 2013.

Cachan Lux S.à r.l.

Jorge PEREZ LOZANO

Gérant

Référence de publication: 2013042549/26.

(130052122) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Sociedad Armadora Aristidis S.à r.l., Société à responsabilité limitée.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 156.090.

EXTRAIT

Le siège social de la Société a été transféré le 25 mars 2013 à l'adresse suivante:

127, rue de Mühlenbach

L-2168 Luxembourg

En date du 25 mars 2013, les mandats de gérants de Valérie PECHON, Hans DE GRAAF et Philippe TOUSSAINT ont pris fin. L'associé unique de la Société a nommé en leur remplacement, avec effet au 25 mars 2013, pour une durée indéterminée, les personnes suivantes:

- Christian Bühlmann, né le 1^{er} mai 1971 à Etterbeek, Belgique, ayant sa résidence professionnelle au 127, rue de Mühlenbach, L-2168 Luxembourg,

- Alexandre Taskiran, né le 24 avril 1968 à Karaman, Turquie, ayant sa résidence professionnelle au 127, rue de Mühlenbach, L-2168 Luxembourg, et

- Noeleen Goes-Farrell, née le 28 décembre 1966 à Dublin, Irlande, ayant sa résidence professionnelle au 127, rue de Mühlenbach, L-2168 Luxembourg.

Le conseil de gérance de la Société se compose désormais comme suit:

Christian Bühlmann

Alexandre Taskiran

Noeleen Goes-Farrell

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

Luxembourg, le 27 mars 2013.

Pour la Société

Signature

Référence de publication: 2013042492/28.

(130051383) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Becton Dickinson Luxembourg Finance S.à r.l., Société à responsabilité limitée.

Capital social: USD 2.446.257,00.

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

R.C.S. Luxembourg B 163.996.

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EXTRAIT

En date du 18 Mars 2013, l'associé unique de la Société, Becton Dickinson Bermuda L.P., une société régie par les lois des Bermudes, ayant son siège social sis au Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda, enregistrée auprès du Bermuda Registrar of Companies sous le numéro 45698 a nommé en remplacement de Gerald Caporicci, démissionnaire, John Gallagher, né le 26 décembre 1972 à New Jersey, Etats Unis d'Amérique, demeurant professionnellement au 1, Becton Drive, MC085, Franklin Lakes, NJ 07417, Etats Unis d'Amérique, en tant que nouveau gérant de catégorie A de la Société, avec effet au 29 mars 2013 et pour une durée indéterminée.

Il en résulte que le conseil de gérance de la Société se compose comme suit:

- M. Peter De Rycker, gérant de catégorie A;
- M. William Allan, gérant de catégorie A;
- Mme. Julie Arnold, gérant de catégorie A;
- M. Stefaan De Boeck, gérant de catégorie A;
- M. John Gallagher, gérant de catégorie A;
- Mme. Johanna van Oort, gérant de catégorie B; et
- M. Joost Tulkens, gérant de catégorie B.

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

Luxembourg, le 29 mars 2013.

Pour la Société

Signature

Un mandataire

Référence de publication: 2013042484/28.

(130051414) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

Credit Suisse SICAV (Lux), Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 81.507.

Monsieur Rudolf Kömen a été coopté avec effet au 13 mars 2013 en tant que nouveau membre du conseil d'administration de Credit Suisse SICAV (Lux), en remplacement de Monsieur Germain Trichies, qui a démissionné le 13 mars 2013.

Par conséquent, le conseil d'administration se compose comme suit et ce jusqu'à la fin de la prochaine assemblée générale ordinaire des actionnaires qui se tiendra en 2014:

- Luca Diener, Membre du Conseil d'Administration
4, Kalandergasse, CH-8070 Zurich
- Lars Dieterle, Membre du Conseil d'Administration
1, Kalanderplatz, CH-8045 Zurich
- Rudolf Kömen, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg
- Guy Reiter, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg
- Fernand Schaus, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg

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

CREDIT SUISSE FUND MANAGEMENT S.A.

Jacqueline Siebenaller / Fernand Schaus

Director / Director

Référence de publication: 2013042569/26.

(130051959) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Credit Suisse Nova (Lux), Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 111.925.

—
Suite à la démission de Monsieur Germain Trichies du conseil d'administration de la société susmentionnée avec effet au 13 mars 2013, le conseil se compose désormais comme suit et ce jusqu'à la fin de la prochaine assemblée générale ordinaire des actionnaires qui devra se tenir en 2013:

- Luca Diener, Membre du Conseil d'Administration
4, Kalandergrasse, CH-8070 Zurich
- Guy Reiter, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg
- Fernand Schaus, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg

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

CREDIT SUISSE FUND MANAGEMENT S.A.

Jacqueline Siebenaller / Ramon Belardi

Director / Vice President

Référence de publication: 2013042567/20.

(130052057) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Credit Suisse Solutions (Lux), Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 134.528.

—
Monsieur Rudolf Können a été coopté avec effet au 13 mars 2013 en tant que nouveau membre du conseil d'administration de Credit Suisse Solutions (Lux), en remplacement de Monsieur Germain Trichies, qui a démissionné le 13 mars 2013.

Par conséquent, le conseil d'administration se compose comme suit et ce jusqu'à la fin de la prochaine assemblée générale ordinaire des actionnaires qui se tiendra en 2013:

- Luca Diener, Membre du Conseil d'Administration
4, Kalandergrasse, CH-8070 Zurich
- Rudolf Können, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg
- Guy Reiter, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg
- Fernand Schaus, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg

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

CREDIT SUISSE FUND MANAGEMENT S.A.

Jacqueline Siebenaller / Fernand Schaus

Director / Director

Référence de publication: 2013042568/24.

(130052017) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Alimentar S.A., Société Anonyme.

Siège social: L-3440 Dudelange, 28, avenue Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 78.077.

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

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

Signature.

Référence de publication: 2013042513/10.

(130051928) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Credit Suisse Virtuoso SICAV - SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 126.910.

—
Monsieur Rudolf Kömen a été coopté avec effet au 13 mars 2013 en tant que nouveau membre du conseil d'administration de Credit Suisse Virtuoso SICAV-SIF, en remplacement de Monsieur Germain Trichies, qui a démissionné le 13 mars 2013.

Par conséquent, le conseil d'administration se compose comme suit et ce jusqu'à la fin de la prochaine assemblée générale ordinaire des actionnaires qui se tiendra en 2013:

- Luca Diener, Membre du Conseil d'Administration
4, Kalandergasse, CH-8070 Zurich
- Rudolf Kömen, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg
- Guy Reiter, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg
- Fernand Schaus, Membre du Conseil d'Administration
5, rue Jean Monnet, L-2180 Luxembourg

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

CREDIT SUISSE FUND MANAGEMENT S.A.

Jacqueline Siebenaller / Fernand Schaus

Director / Director

Référence de publication: 2013042571/25.

(130052016) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

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

Capital social: EUR 7.002.853,00.

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

R.C.S. Luxembourg B 128.407.

—
En date du 11 février 2013, l'associé Fabrice Farcot, avec adresse au 11, Chemin de la Messe, 77630 Barbizon, France, a cédé l'intégralité des 700.235 parts sociales de classe M qu'il détient dans la Société à l'associé Modaven & Co SCA, avec siège social au 4, Rue Albert Borschette, L-1246 Luxembourg, qui les acquiert.

Suite à cette cession de parts sociales, l'associé Modaven & Co SCA, précité, détient, en plus de ses 495 parts sociales de classe I, 1.365.461 parts sociales de classe M.

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

Luxembourg, le 29 mars 2013.

Référence de publication: 2013042573/14.

(130051746) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Aedge Europe S.A., Société Anonyme.

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

R.C.S. Luxembourg B 151.602.

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Extrait sincère et conforme des décisions de l'Actionnaire unique prises le 08 février 2013

Il résulte dudit procès-verbal que la société ATYLOM MANAGEMENT LIMITED avec siège social au 12 Egypt Street, P.C. 1097 Nicosia Cyprus a démissionné de sa fonction d'administrateur avec effet immédiat.

La société CRITERIA S.à r.l., dont le siège social est situé au 10B rue des Mérovingiens à L-8070 Bertrange, inscrite au R.C.S. de et à Luxembourg sous le numéro B 97.199, a été nommée comme nouvel administrateur et terminera le mandat de son prédécesseur.

Bertrange, le 08 février 2013.

Pour AEDGE EUROPE S.A

Référence de publication: 2013042509/15.

(130052287) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

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

Capital social: EUR 35.955.575,00.

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

R.C.S. Luxembourg B 77.802.

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

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

Luxembourg, le 29 mars 2013.

Référence de publication: 2013042547/10.

(130052035) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Cabot Luxembourg Investments S.à r.l., Société à responsabilité limitée.

Capital social: EUR 77.809.200,00.

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

R.C.S. Luxembourg B 77.803.

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

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

Luxembourg, le 29 mars 2013.

Référence de publication: 2013042548/10.

(130052034) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

Beteig, Succursale d'une société de droit étranger.

Adresse de la succursale: L-1740 Luxembourg, 68, rue de Hollerich.

R.C.S. Luxembourg B 176.241.

OUVERTURE D'UNE SUCCURSALE

BETEIG ENGINEERING, a décidé lors de son Assemblée Générale Extraordinaire du 01/02/2013 de la création au Grand-Duché du Luxembourg d'une succursale, dont vous trouverez ci-dessous le détail en vue de son immatriculation au Registre du Commerce et des Sociétés.

- a) Adresse de la succursale: 68 rue Hollerich 1740 Luxembourg
- b) Activités de la succursale: Activités et services commerciaux; bureau d'assistance technique; activités de maquettiste.
- c) La Société est immatriculée en France, au Registre du Commerce et des Sociétés de Bobigny, sous le numéro 789 610 870 (cf K-Bis)
- d) Nom de la Société: BETEIG ENGINEERING // Forme de la Société: Société par actions simplifiée à associé unique // Adresse de la Société: 50, Avenue du Président Wilson Bât. 112 - 93210 La Plaine Saint Denis France // Nom de la succursale: BETEIG
- e) - M. Nabil CHIKHOUNE est le Gérant, l'administrateur et l'actionnaire unique de la Société. Il a tous les pouvoirs sur la Société, et notamment le pouvoir d'engager la Société à l'égard des tiers et de la représenter en justice.
- M. Cédric SANTONJA a été nommé lors de l'Assemblée Générale Représentant Permanent de la succursale. Il a le pouvoir d'accomplir toutes les formalités légales et administratives pour celle-ci, aussi bien auprès des institutions étatiques que des institutions financières.
- f) La date d'ouverture de la succursale est le 02/04/2013. La nomination de M. Cédric SANTONJA en tant que Représentant Permanent prendra effet à compter de cette même date.

En pièce jointe à ce dossier:

- Une copie de l'extrait K-Bis de la Société
- Le procès verbal de l'Assemblée Générale Extraordinaire du 01/02/2013
- Le Formulaire officiel de demande d'immatriculation d'une succursale auprès Registre du Commerce et des Sociétés du Luxembourg.

Saint Denis, le 26/03/2013.

BETEIG Engineering

50, Av. du Président Wilson, Bât. 112

93210 La Plaine Saint Denis

Référence de publication: 2013042485/34.

(130051675) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mars 2013.

American Century SICAV, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 148.481.

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EXTRAIT

Il résulte des minutes de la réunion du conseil d'administration de la Société en date du 27 mars 2013:

- qu'il est pris note de la démission de M. Barry Fink, en tant qu'Administrateur de la Société, avec effet immédiat; et
- qu'il est coopté Mme Maryanne Roepke, résidant professionnellement au 4500 Main Street, Kansas City, Missouri 64111, Etats-Unis, en tant qu'Administrateur de la Société, avec effet immédiat jusqu'à la ratification de sa nomination par la prochaine assemblée générale des actionnaires de la Société.

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

Luxembourg, le 2 avril 2013.

Pour la Société

Un mandataire

Référence de publication: 2013042503/17.

(130051976) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

bpfBOUW UK Investments S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 160.241.

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 26 mars 2013.

bpfBOUW UK Investments S.à r.l.

Gérald Welsaert

Gérant A

Référence de publication: 2013042499/14.

(130051986) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

CCP Acquisition III - End S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 140.630.

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CLÔTURE DE LIQUIDATION

Extrait des décisions écrites de l'associé unique de la Société du 29 mars 2013

Il résulte des décisions écrites de l'associé unique de la Société (l'"Associé Unique") du 29 mars 2013 les résolutions suivantes (traduction libre):

- L'Associé Unique approuve le rapport du Commissaire à la liquidation daté du 27 mars 2013;
- L'Associé Unique accorde pleine et entière décharge au Commissaire à la liquidation pour l'exécution de son mandat;
- L'Associé Unique approuve les comptes à la liquidation arrêtés au 22 mars 2013;
- L'Associé Unique prononce la clôture de la liquidation de la Société à la date des présentes résolutions et confirme que la Société cesse d'exister à partir de la date de ce jour. Les livres et documents sociaux de la Société resteront déposés et conservés pendant cinq ans au 29 boulevard Prince Henri, L-1724 Luxembourg [...].

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

Luxembourg, le 2 avril 2013.

Pour la Société

Thierry Kohnen

Un mandataire / Administrateur

Référence de publication: 2013042578/23.

(130052226) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2013.

BGK Industrie S.A., Société Anonyme.

Siège social: L-3895 Foetz, 16, rue du Commerce.

R.C.S. Luxembourg B 123.730.

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Assemblée générale extraordinaire du 15 juin 2012

L'Assemblée a pris à l'unanimité les résolutions suivantes:

Première résolution

Réélection des administrateurs.

1. Monsieur Gérard KONNE demeurant professionnellement à 9, rue d'Austrasie, F-57000 Metz est réélu comme Administrateur.

2. Monsieur Cédric GAWLOWSKI demeurant professionnellement à 44, rue Daga F-57050 Metz est réélu comme Administrateur.

3. Madame Nadège GAWLOWSKI demeurant à 44, rue Daga F-57050 Metz est réélue comme Administrateur.

Les mandats des administrateurs prendront fin à l'issue de l'assemblée générale annuelle de l'an deux mille dix-huit.

Deuxième résolution

Réélection de l'administrateur-délégué.

Monsieur Gérard KONNE demeurant professionnellement à 9, rue d'Austrasie, F-57000 Metz est réélu comme Administrateur-délégué.

Le mandat de l'administrateur-délégué prend fin à l'issue de l'assemblée générale annuelle de l'an deux mille dix-huit.

Troisième résolution

Réélection du commissaire aux comptes.

Monsieur Jacques GAWLOWSKI demeurant à 40, rue Verlaine F-57190 Florange, est réélu comme Commissaire aux comptes

Le mandat du commissaire aux comptes prend fin à l'issue de l'assemblée générale annuelle de l'an deux mille dix-huit.

Référence de publication: 2013039784/27.

(130049517) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 mars 2013.

MexSpa Participations S.A., Société Anonyme.

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

R.C.S. Luxembourg B 90.569.

In the year two thousand thirteen, on the first day of March.

Before us, Maître Jean SECKLER, notary residing at Junglinster, Grand Duchy of Luxembourg, undersigned.

Was held an extraordinary general meeting of the shareholders of the company MexSpa Participations S.A. (the "Company"), with registered office at 40, avenue Monterey, L-2163 Luxembourg, and registered with the Luxembourg Trade and Company register under number B 90569, incorporated pursuant to a deed of Maître André SCHWACHTGEN, then notary residing in Luxembourg, dated December 31, 2002, published in the Mémorial C, Recueil des Sociétés et Associations, number 139 of February 11, 2003 as amended pursuant to a deed of the same notary André SCHWACHTGEN dated October 2, 2003, published in the Mémorial C, Recueil des Sociétés et Associations, number 1207 dated November 17, 2003, as amended pursuant to a deed of Maître Francis KESSELER, notary residing in Esch/Alzette, dated November 16, 2012, published in the Mémorial C, Recueil des Sociétés et Associations, number 98 of January 15, 2013.

Mrs Christina SCHMIT-VALENT, private employee, with professional address in Junglinster, being the chairman of this meeting.

The Chairman appoints as secretary and scrutineer of the meeting Mr. Alain THILL, private employee, with professional address in Junglinster.

The Chairman then states that:

A) The agenda of the meeting is set as follows:

Agenda

1. Transfer of the registered office of the Company;
2. Subsequent amendment of article 1, paragraph 2, and article 8, paragraph 1, of the Articles of association;
3. Resignation of four (4) Directors and appointment of two (2) new Directors;
4. Change of the power of signature of the Directors and subsequent amendment of the last paragraph of Articles 5 of the Articles of Incorporation;
5. Resignation of the statutory auditor and appointment of a new statutory auditor.

B) That the shareholders, present or represented, and the shares held by themselves, are reported on an attendance list signed by the shareholders themselves or represented, the members of the Bureau and the Notary.

C) That the proxies provided by the shareholders as represented, signed "ne varietur" by the members of the bureau and the Notary, shall remain attached to the present deed signed.

D) That the whole share capital all present or represented and the shareholders all present or represented, declare having been duly notified the agenda, hereinafter reproduced, and may deliberate without prior notice.

E) That the meeting representing the whole share capital is consequently regularly constituted and may deliberate on the agenda, hereinafter reproduced.

The meeting passed, after deliberation, the following resolutions by unanimous vote:

First resolution

The meeting decides to transfer the registered office of the Company from L-2163 Luxembourg, 40, avenue Monterey to the following address: L-8308 Capellen, 75, Parc d'activités, with immediate effect.

Second resolution

Further to the first resolution above, the meeting resolves to amend article 1, paragraph 2, and article 8, paragraph 1, of the articles of association of the Company so that they will henceforth be read as follows:

"The Company will have its registered office in Capellen/Mamer."

"The annual general meeting shall be held at the registered office or such other place as indicated in the convening notices on the first Monday in the month of June at 11.00 a.m."

Third resolution

The meeting decides to accept the resignation of the current Directors:

- Mr. Ernesto LEJEUNE VALCARCEL, resident at 6-1, Legazpi, E-2004 San Sebastian (Spain), as a Class B Director;
 - the company LUX KONZERN S.à r.l., with registered office at 40, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Company Register under number B 80993, as a Class C Director;
 - the company LUX BUSINESS MANAGEMENT S.à r.l., with registered office at 40, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Company Register under number B 79709, as a Class C Director;
 - Mr. Gilles JACQUET, with professional address at 40, avenue Monterey, L-2163 Luxembourg, as a Class C Director;
- And grant them full discharge for their work until the date of today.

The meeting decides to appoint the following two (2) Directors:

1. Mr. Luis Manuel SANCHEZ CARLOS, born on September 25, 1952 in Mexico D.F., with professional address at Paseo de la Reforma 1435, Lomas de Chapultepec, México D.F. - C.P. 11000, as a Class B Director.
2. Mr. George BRYAN-ORR, born on October 10, 1970 in North-York (Canada), with professional address at L-8308 Capellen, 75, Parc d'activités, as a Class C Director.

The Directors are appointed until the annual general meeting of the shareholders to be held in 2018.

Fourth resolution

The power of signature of the directors is changed and as a consequence the last paragraph of Article 5 of the Articles of Incorporation shall henceforth read as follows:

" **Art. 5. Last paragraph.** Towards third parties the Company is validly bound in any case by the joint signatures of a Class «A» Director with a Class «C» Director, by the joint signatures of a Class «B» Directors with a Class «C» Director, except for any financial transactions not exceeding the amount of ten thousand euro (EUR 10,000.-) for which the sole signature of a Class «C» Director shall be sufficient."

Fifth resolution

The meeting decides to accept the resignation of the current statutory auditor, the company CO-VENTURES S.A., having its registered office at 40, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg and registered

with the Luxembourg Trade and Company Register under number B48838, and to grant him full discharge for its work until the date of today.

The meeting decides to appoint the public limited company Client Audit Services, having its registered office at 75, parc d'activités, L-8308 Capellen, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Company Register under number B 160904.

The Statutory auditor is appointed until the annual general meeting of the shareholders to be held in 2018.

Costs

The amount of the expenses, costs, remunerations and charges, in any form whatsoever, to be borne by the present deed are estimated to about nine hundred Euro.

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

Statement

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

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

The document having been read to the appearing parties, they signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

L'an deux mille treize, le premier mars.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg, soussigné.

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme MexSpa Participations S.A., (la "Société"), avec siège social à L-2163 Luxembourg, 40, avenue Monterey, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 90569, constituée suivant acte reçu par Maître André SCHWACHTGEN, alors notaire de résidence à Luxembourg, en date du 31 décembre 2002, publié au Mémorial C, Recueil des Sociétés et Associations, du 11 février 2003 numéro 139 tel que modifié par un acte reçu par le même notaire André SCHWACHTGEN en date du 2 octobre 2003 publié au Mémorial C, Recueil des Sociétés et Associations, du 17 novembre 2003 sous le numéro 1207, tel que modifié par un acte reçu par Maître Francis KESSELER, notaire de résidence à Esch/Alzette en date du 16 novembre 2012 publié au Mémorial C, Recueil des Sociétés et Associations, du 15 janvier 2013 sous le numéro 98.

L'assemblée est présidée par Madame Christina SCHMIT-VALENT, employée privée, demeurant professionnellement à Junglinster.

La Présidente désigne comme secrétaire et scrutateur Monsieur Alain THILL, employé privé, demeurant professionnellement à Junglinster.

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

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

Ordre du jour

1. Transfert du siège de la Société.
 2. Modification subséquente de l'article 1^{er}, alinéa 2, et l'article 8, alinéa 1^{er}, des statuts.
 3. Démission de quatre (4) administrateurs et nomination de deux (2) nouveaux administrateurs.
 4. Modification du pouvoir de signature des administrateurs et modification subséquente du dernier alinéa de l'article 5 des statuts.
 5. Démission du commissaire et nomination d'un nouveau commissaire.
- B) Que les actionnaires, présents ou représentés, ainsi que le nombre d'actions possédées par chacun d'eux, sont portés sur une liste de présence, cette liste de présence est signée par les actionnaires présents, les mandataires de ceux représentés, les membres du bureau de l'assemblée et le notaire instrumentant.
- C) Que les procurations des actionnaires représentés, signées "ne varietur" par les membres du bureau de l'assemblée et le notaire instrumentant, resteront annexées au présent acte pour être formalisée avec lui.
- D) Que l'intégralité du capital social étant présente ou représentée et que les actionnaires, présents ou représentés, déclarent avoir été dûment notifiés et avoir eu connaissance de l'ordre du jour préalablement à cette assemblée et renoncer aux formalités de convocation d'usage, aucune autre convocation n'était nécessaire.
- E) Que la présente assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut délibérer valablement sur les objets portés à l'ordre du jour.

Ensuite l'assemblée générale, après délibération, a pris à l'unanimité les résolutions suivantes:

Première résolution

L'assemblée décide de transférer le siège social de la Société de L-2163 Luxembourg, 40, avenue Monterey, à l'adresse suivante: L-8308 Capellen, 75, Parc d'activités, avec effet immédiat.

Deuxième résolution

Suite à la résolution qui précède, l'assemblée décide de modifier l'article 1^{er}, alinéa 2, et l'article 8, alinéa 1^{er}, des statuts de la Société afin de leur donner la teneur suivante:

"Le siège de la Société est établi dans la commune de Capellen/Mamer."

"L'assemblée générale annuelle se réunit de plein droit, le premier lundi du mois de juin à 11.00 heures au siège social ou à tout autre endroit à désigner par les convocations."

Troisième résolution

L'assemblée décide d'accepter la démission des administrateurs suivants:

- Monsieur Ernesto LEJEUNE VALCARCEL, résidant à 6-1, Legazpi, E-2004 San Sebastian (Espagne), en tant qu'administrateur de catégorie B;

- la société LUX KONZERN S.à r.l., ayant son siège social au 40, avenue Monterey, L-2163 Luxembourg, Grand-Duché de Luxembourg, et inscrite au Registre du Commerce et des Sociétés sous le numéro B 80993, en tant qu'administrateur de catégorie C;

- la société LUX BUSINESS MANAGEMENT S.à r.l., ayant son siège social au 40, avenue Monterey, L-2163 Luxembourg, Grand-Duché de Luxembourg, et inscrite au Registre du Commerce et des Sociétés sous le numéro B 79709, en tant qu'administrateur de catégorie C;

- Monsieur Gilles JACQUET, ayant son adresse professionnelle au 40, avenue Monterey, L-2163 Luxembourg, Grand-Duché de Luxembourg, en tant qu'administrateur de catégorie C.

Et leur accorde décharge pour l'exécution de leur mandat jusqu'à la date de ce jour.

L'assemblée décide de nommer en leur remplacement les deux administrateurs suivants:

1. Monsieur Luis Manuel SANCHEZ CARLOS, né le 25 septembre 1952 à Mexico D.F., demeurant professionnellement à Paseo de la Reforma 1435, Lomas de Chapultepec, México D.F. - C.P. 11000, en qualité d'administrateur de catégorie B;

2. Monsieur George BRYAN-ORR, né le 10 octobre 1970 à North-York (Canada), demeurant à professionnellement à L-8308 Capellen, 75, Parc d'activités, en qualité d'administrateur de catégorie C.

Les mandats des administrateurs prendront fin à l'assemblée générale annuelle de l'an 2018.

Quatrième résolution

Le pouvoir de signature des administrateurs est modifié et en conséquence le dernier alinéa de l'article 5 des statuts aura désormais la teneur suivante:

" **Art. 5. Dernier alinéa.** Vis-à-vis des tiers la Société se trouve engagée en toutes circonstances par les signatures conjointes d'un administrateur de catégorie «A» avec un administrateur de catégorie «C», par les signatures conjointes d'un administrateur de catégorie «B» avec un administrateur de catégorie «C», sauf pour les transactions financières n'excédant pas le montant de dix mille euros (EUR 10.000,-) pour lesquelles la seule signature d'un administrateur de catégorie «C» suffira."

Cinquième résolution

L'assemblée décide d'accepter la démission du commissaire aux comptes actuel, la société CO-VENTURES S.A., ayant son siège social au 40, avenue Monterey, L-2163 Luxembourg, Grand-Duché de Luxembourg et inscrite au Registre du Commerce et des Sociétés sous le numéro B 48838 et lui accorde décharge pour l'exécution de son mandat jusqu'à la date de ce jour.

L'assemblée décide de nommer en son remplacement la société anonyme Client Audit Services, ayant son siège social au 75, Parc d'activités, L-8308 Capellen, Grand-Duché de Luxembourg, et inscrite au Registre du Commerce et des Sociétés sous le numéro B 160904.

Le mandat du commissaire aux comptes prendra fin à l'assemblée générale annuelle de l'an 2018.

Frais

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme de neuf cents euros.

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

Déclaration

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

Dont acte, passé à Junglinster, le jour, mois et an qu'en tête des présentes.

Et après lecture faite aux comparants, ceux-ci ont signé avec Nous notaire la présente minute.

Signé: Christina SCHMIT-VALENT, Alain THILL, Jean SECKLER.

Enregistré à Grevenmacher, le 7 mars 2013. Relation GRE/2013/1010. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): G. SCHLINK.

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

Junglinster, le 28 mars 2013.

Référence de publication: 2013037702/189.

(130046073) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 mars 2013.

Anhod, Société Anonyme.

Siège social: L-1260 Luxembourg, 5, rue de Bonnevoie.

R.C.S. Luxembourg B 145.625.

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EXTRAIT

L'Assemblée Générale, réunie extraordinairement à Luxembourg le 28 février 2013 a pris à l'unanimité les résolutions suivantes:

1. «L'Assemblée décide de transférer le siège social du 26 boulevard royal, L-2449 Luxembourg au 5 rue de Bonnevoie, L-1260 Luxembourg.»

2. «L'Assemblée décide de révoquer avec effet immédiat la société à responsabilité limitée COMIPAR SARL de sa fonction d'administrateur de la société.»

3. «L'Assemblée décide de nommer comme nouvel administrateur, Monsieur Nicolas DE FONDS MONTMAUR, né le 20 avril 1981 à CARCASSONNE, (11), demeurant, 61 rue Letellier à F-75015 PARIS.

Le mandat du nouvel administrateur ainsi nommé prendra fin à l'issue de l'Assemblée Générale Ordinaire de l'année 2019.»

4. «L'Assemblée générale faisant usage de la faculté offerte par l'article 8 des statuts, décide de nommer en qualité d'Administrateur-Délégué de la société ANHOD SA, Monsieur Nicolas DE FONDS MONTMAUR prénommé, lequel pourra engager la société sous sa seule signature, dans le cadre de la gestion journalière dans son sens le plus large, y compris toutes opérations bancaires.

Le mandat de l'Administrateur-Délégué ainsi nommé prendra fin à l'issue de l'Assemblée Générale Ordinaire de l'année 2019.»

5. «L'Assemblée décide de révoquer avec effet immédiat la société SOJEPAR SA, ayant son siège social au 65 avenue de la Gare, L-1611 Luxembourg, de sa fonction de commissaire aux comptes.»

6. «L'Assemblée décide de nommer comme nouvel commissaire aux comptes, Madame Alexandra DE FONDS MONTMAUR, Hôtel de Nayrac, appartement 23, place JP Gabarrou, F-81100 CASTRES.

Le mandat du nouvel commissaire aux comptes prendra fin à l'issue de l'Assemblée Générale Ordinaire de l'année 2016.»

Pour extrait conforme
Maître Karine BICARD
Le Président

Référence de publication: 2013040909/33.

(130050178) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2013.
