MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 1687 **15 juillet 2013**

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

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

R.C.S. Luxembourg B 47.857.

The Shareholders are hereby convened to attend the

Annual GENERAL MEETING

which will be held exceptionally on *July 31st, 2013* at 10.00 a.m. at the registered office, with the following agenda:

Agenda:

1. Submission of the management report of the Board of Directors and report of the Statutory Auditor
2. Approval of the annual accounts and allocation of the results as at December 31st, 2012
3. Discharge of the Directors and Statutory Auditor
4. Miscellaneous

The Board of Directors.

Référence de publication: 2013096527/795/15.

Achelia Luxembourg S.A., Société Anonyme.

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

R.C.S. Luxembourg B 26.057.

L'Assemblée Générale Ordinaire réunie en date du 19 juin 2013 n'ayant pu délibérer valablement sur les points de l'ordre du jour, le quorum prévu par la loi n'ayant pas été atteint, Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra le jeudi *22 août 2013* à 10.00 heures au siège social avec pour

Ordre du jour:

- Lecture du rapport de gestion du Conseil d'Administration et du rapport du commissaire aux comptes,
- Approbation des comptes annuels au 31 décembre 2012 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Décision à prendre quant à la poursuite de l'activité de la société,
- Nominations statutaires,
- Fixation des émoluments du Commissaire aux Comptes.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2013096526/755/21.

Artemis International SICAV, Société d'Investissement à Capital Variable (en liquidation).

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

R.C.S. Luxembourg B 121.006.

We hereby give you notice of the

ANNUAL GENERAL MEETING

of shareholders of the Company to be held at the registered office of the Company on Wednesday *17 July 2013* at 11.00 am (the "Meeting"), in order to deliberate upon the following agenda:

Agenda:

1. To acknowledge the reports of the Board of Directors and the Independent Auditor for the period from 1 June 2011 to 29 February 2012, i.e. the date of the opening of the liquidation of the Company;
2. To approve the audited annual accounts for the period from 1 June 2011 to 29 February 2012, i.e. the date of the opening of the liquidation of the Company;
3. To grant discharge of the Board of Directors and the Independent Auditor in respect of the carrying out of their duties for the period from 1 June 2011 to 29 February 2012, i.e. the date of the opening of the liquidation of the Company;
4. To acknowledge the present interim liquidation report and in particular to ratify the advance payments of EUR 1,973,210 and GBP 235,441 on the liquidation proceeds.

The Meeting may validly deliberate without any quorum being required, and resolutions will be passed with the consent of a simple majority of the votes cast at the Meeting.

Furthermore, shareholders are informed that Alter Domus Liquidation Services S.à r.l., acting as liquidator of the Company (the "Liquidator") is not in a position to propose the closure of the liquidation of the Company to its shareholder given that the Company still has a number of pending withholding tax reclaims related to withholding taxes suffered by the Company in the past.

Shareholders who are unable to attend the Meeting are kindly requested to exercise their voting rights by completing and returning the attached proxy card (available at the registered office of the Company and attached as Appendix I) to Xavier X Rouviere, J.P. Morgan Bank Luxembourg S.A., Company Administration, 6, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg, by fax (+352 46 26 85 825) or by email (xavier.x.rouviere@jpmorgan.commailto:) or by regular mail at the address mentioned above so as to be received no later than 12 noon (Luxembourg time) on 16 July 2013 for the Meeting. Submission of the proxy card will not preclude you from attending and voting at the Meeting in person if you so wish.

On behalf of the Liquidator
Frank Przygodda
Manager

Référence de publication: 2013090419/581/36.

Braci Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 85.100.

Les actionnaires sont convoqués à une deuxième

ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra extraordinairement le *31 juillet 2013* à 10.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

- Décision sur la dissolution de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

Une première assemblée générale a été tenue le 24 juin 2013, les conditions de quorum de présence requises par l'article 67-1 de la loi modifiée du 10 août 1915 sur les sociétés commerciales afin de délibérer sur la dissolution de la société conformément à l'article 100 de la même loi n'ont pas été remplies. En conséquence, cette assemblée pourra délibérer valablement sur le point de l'ordre du jour quelle que soit la portion du capital représentée.

Le conseil d'administration.

Référence de publication: 2013085027/17.

Colin & Cie. Fund, Fonds Commun de Placement.

Le règlement de gestion de Colin & Cie. Fund modifié au 1 er juillet 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg.
I|A|F|A S.A.
Signature

Référence de publication: 2013069872/11.

(130085859) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

GLL Europa Fonds des Versorgungswerks der RAE NRW, Fonds Commun de Placement.

Le règlement de gestion de GLL EUROPA FONDS DES VERSORGUNGSWERKS DER RAE NRW daté du 22 avril 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 27 mai 2013.
GLL Management Company S.à r.l.

Référence de publication: 2013067704/10.

(130083369) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 mai 2013.

Northland Resources S.A., Société Anonyme.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.

R.C.S. Luxembourg B 151.150.

Notice is hereby given to the shareholders of the Company that the

EXTRAORDINARY GENERAL MEETING

of shareholders of the Company initially scheduled for June 28th, 2013 at 8.00 a.m. (C.E.T.) at the registered office of the Company is hereby rescheduled for *July 31st, 2013* at 8.00 a.m. (CET) at the registered office of the Company in order to deliberate upon the following agenda:

Agenda:

1. Subject to resolutions 2) to 17) being duly adopted, decision to amend article 6.5 of the articles of association of the Company so as to provide for the possibility to divide the shares of the Company in fractions (coupures) to read as follows:
"6.5. The shares are indivisible and the Company recognises only one (1) owner per share. Each share can also be divided in fractions (coupures) of an equal denomination. The division can only be made within the framework of the restructuring of the share capital resolved by the General Meeting."
2. Subject to resolution 1) and resolutions 3) to 17) being duly adopted and in order to restructure the Company's equity, decision to reduce the share capital of the Company from its current amount of CAD 51,417,889.90 down to CAD 51,417.89 without the cancellation of existing shares in the Company. The proceeds of the foregoing capital reduction shall be allocated to a special distributable reserve of the Company;
3. Subject to resolutions 1) to 2) and resolutions 4) to 17) being duly adopted and in order to restructure the Company's equity, decision to approve a reverse stock split of the issued shares of the Company by exchanging 100 existing shares against 1 new share and consequently to exchange all of the 514,178,899 shares in the Company against 5,141,789 new shares;
4. Subject to resolutions 1) to 3) and resolutions 5 to 17) being duly adopted and in order to restructure the Company's equity, subsequent amendment to the first paragraph of article 5.1 of the articles of association of the Company as follows:
"5.1 The share capital is set at fifty-one thousand four hundred and seventeen Canadian Dollars and eighty-nine cents (CAD 51,417.89) represented by five million one hundred and forty-one thousand seven hundred and eighty-nine (5,141,789) shares in registered form, without nominal value, all subscribed and fully paid-up."
5. Subject to resolutions 1) to 4) and resolutions 6) to 17) being duly adopted and in order to restructure the Company's equity, decision to (i) reduce the share capital of the Company by an amount corresponding to the aggregate accounting par value of all the fractional interests issued by the Company as a result of the above reverse stock split and by way of cancellation of such fractional interests, such an amount not to exceed CAD 2,000 to be calculated by the board of directors of the Company and subsequent delegation of power and instruction to the board of directors of the Company to record by way of a notarial deed the final amount of the foregoing capital reduction within one (1) month of the date of this meeting and (ii) to pay to the holders of the cancelled fractional interests the market value of such fractional interests as at the date of their cancellation (rounded up to the nearest CAD cent);
6. Subject to resolutions 1) to 5) and resolutions 7) to 17) being duly adopted, decision to authorize the board of directors to: (i) issue up to 96,068,763 warrants to subscribe for shares of the Company to the holders of any first lien bonds and first lien tap bonds issued by Northland Resources AB (publ.); (ii) assume the obligations from Northland Resources AB (publ.) resulting from certain senior bonds issued by it and listed with the Oslo Bors; and (iii) amend the terms and conditions of such bonds so that they become convertible bonds;
7. Subject to resolutions 1) to 6) and resolutions 8) to 17) being duly adopted, decision to renew the Company's authorized share capital for a further period of five (5) years and to set the amount of such authorized share capital to the amount of CAD 5,939,684.64;
8. Subject to resolutions 1) to 7) and resolutions 9) to 17) being duly adopted, subsequent amendment to the second paragraph of article 5.1 and article 5.3 of the articles of association of the Company so as to be worded as follows:
"5.1 The authorized share capital (which for the avoidance of doubt does not comprise the issued share capital) is set at five million nine hundred and thirty-nine thousand six hundred and eighty-four Canadian Dollars sixty-four cents (CAD 5,939,684.64)."
"5.3. the Board is authorized, for a period of five (5) years from July 31st, 2013, to:

(i) increase the current issued share capital of the Company in one or several times up to the amount of the current authorized share capital of the Company solely on the terms as set forth in article 5.1 hereof, through the issuance of new shares having the same rights as the existing shares;

(ii) to issue in one or more issuances within the authorized share capital:
(a) warrants (being warrants issued to the original holders thereof in their capacity as holders of first lien bonds issued by Northland Resources AB (publ.) which entitle their holder to subscribe for new shares having the same rights as the existing shares and representing a maximum aggregate accounting par value (pair comptable) of nine hundred and sixty thousand six hundred and eighty-seven Canadian Dollars sixty-three cents (CAD 960,687.63);
(b) convertible bonds which entitle their holder to subscribe for new shares having the same rights as the existing shares and representing a maximum aggregate accounting par value (pair comptable) of seven hundred and eighty-four thousand five hundred and five Canadian Dollars eleven cents (CAD 784,505.11);
(c) new shares (or warrants giving the right to subscribe new shares and new shares arising on exercise of such warrants) (being shares and/or warrants to be issued only to (or at the discretion of) the holders from time to time of warrants referred to under article 5.3(ii)(a) above or to (or at the direction of) the holders from time to time of convertible bonds referred to under article 5.3(ii)(b) above, upon the occurrence of an adjustment event (or analogous matter) applicable to such instruments under their terms), such new shares having the same rights as the existing shares and representing a maximum aggregate accounting par value (pair comptable) of four million Canadian Dollars (CAD 4,000,000);
(d) new shares (or warrants or stock options which entitle their holder to subscribe for new shares and new shares arising on exercise of such subscription rights) having the same rights as the existing shares and representing a maximum aggregate accounting par value (pair comptable) of eighty-seven thousand nine hundred and ninety-one Canadian Dollars ninety cents (CAD 87,991.90); and
(e) new shares to be offered to the shareholders (and their transferees and successors in title) who were shareholders at the extraordinary general meeting of the Company which resolved upon the adoption of this article 5.3 in its current form, having the same rights as the existing shares and representing a maximum aggregate accounting par value (pair comptable) of one hundred and six thousand five hundred Canadian Dollars (CAD 106,500), provided however that the subscription price per share of such new shares may not be lesser than the conversion price per share to be paid by the holders of all second lien bonds issued by the Company (if any) at the relevant time in accordance with the terms of such bonds.

(iii) limit or withdraw the shareholders' preferential subscription rights in respect of any new shares, warrants, convertible bonds or stock options issued pursuant to this article 5.3 and determine the persons authorized to subscribe to the new shares, warrants, convertible bonds or stock options subject to the terms of any agreement or terms sheet (if any) made between the Company, Northland Resources AB (publ.), the holders of first lien bonds issued by Northland Resources AB (publ.) and / or the holders of second lien bonds issued by Northland Resources AB (publ.) or the Company (and for the avoidance of doubt the only persons whom the Board may authorise to subscribe new shares arising on exercise of conversion or subscription rights arising in respect of warrants, convertible bonds or stock options issued pursuant to articles 5.3(ii)(a), (b), (c) or (d) are the holders at that time (or as directed by them) of the relevant warrants, convertible bonds and/or stock options); and

(iv) record by way of a notarial deed each share capital increase and amend the share register accordingly."

9. Subject to resolutions 1) to 8) and resolutions 10) to 17) being duly adopted, decision to amend article 7.1 of the articles of association of the Company so as to be worded as follows:
"7.1. Composition of the board of directors and appointment of the directors
(i) The Company is managed by a board of directors (the Board) composed of at least three (3) members and maximum seven (7) members, who need not be shareholders.
(ii) Subject to article 70 of the Law, candidates for appointment to the Board will be selected by a committee of directors established for such purpose (the "Nomination Committee"). The Nomination Committee will be composed of those directors appointed to the Board pursuant to the exercise of the First Lien Tranche A Board Member Rights (as defined below), the First Lien Tranche B Board Member Rights (as defined below), the Second Lien Board Member Rights (as defined below) and the Metso and Peab Board Member Rights (as defined below) (together, the "Board Member Rights").
For the purposes of this article,
"First Lien Tranche A Board Member Rights" means the following:
- The holders of a majority of all first lien tranche A bonds issued by Northland Resources AB (publ.) (or any successor entity) from time to time (if any) or the trustee of any such bonds acting at the direction of a majority of the holders of such bonds or in accordance with the terms of any relevant underlying bond instrument will be entitled in each case by written notice to the Company to nominate one (1) candidate for a directorship to the Nomination Committee (the "First Lien Tranche A Bondholders' Nominee"). The holders of such bonds may at any time, by written notice to the Company, replace such nominated person and appoint another nominated person.

In each case the General Meeting will be convened to approve the appointment of such nominated person and the Nomination Committee will propose and recommend such person for election to the General Meeting.

"First Lien Tranche B Board Member Rights" means the following:

- The holders of a majority of all first lien tranche B bonds issued by Northland Resources AB (publ.) (or any successor entity) from time to time (if any) or the trustee of any such bonds acting at the direction of a majority of the holders of such bonds or in accordance with the terms of any relevant underlying bond instrument will be entitled in each case by written notice to the Company to nominate three (3) candidates for a directorship to the Nomination Committee (the "First Lien Tranche B Bondholders' Nominees"). The holders of such bonds may at any time, by written notice to the Company, replace one or more of such nominated persons and appoint nominated persons. In each case the General Meeting will be convened to approve the appointment of such nominated person (s) and the Nomination Committee will propose and recommend such persons for election to the General Meeting.

"Second Lien Board Member Rights" means the following:

- The holders of a majority of all second lien bonds issued by the Company from time to time (if any) or the trustee of such bonds acting at the direction of a majority of the holders of any such bonds or in accordance with the terms of any relevant underlying bond instrument will be entitled in each case by written notice to the Company to nominate two (2) candidates for directorships to the Nomination Committee (the "Second Lien Bondholders' Nominees"). The holders of such bonds may at any time, by written notice to the Company, replace one or more of such nominated persons and appoint nominated person(s). In each case the General Meeting will be convened to approve the appointment of such nominated person(s) and the Nomination Committee will propose and recommend such person for election to the General Meeting.

"Metso and Peab Board Member Rights" means the following:

- Metso Minerals (Sweden) and its affiliates ("Metso") and Peab AB and its affiliates ("Peab") will, together, be entitled by written notice to the Company to nominate one (1) candidate for a directorship to the Nomination Committee ("Metso and Peab's Nominee"). Metso and Peab may at any time by written notice to the Company replace such nominated person and appoint another nominated person. In each case the General Meeting will be convened to approve the appointment of such nominated person and the Nomination Committee will propose and recommend such person for election to the General Meeting.

(iii) The General Meeting finally appoints the directors and determines their number and the term of their office. The General Meeting, upon proposal of the Board, shall determine the remuneration of the directors. Directors cannot be appointed for more than six (6) years and are eligible for re-election."

(iv) Without prejudice to the Board Member Rights, directors may be removed at any time (with or without cause) by a resolution of the General Meeting. A director who is so removed and is a nominated person for the purposes of article 7.1(ii) may be reappointed (or another person appointed) by the relevant appointor(s).

(v) If the office of a director becomes vacant, the majority of the remaining directors may fill the vacancy on a provisional basis until a final appointment is made by the next General Meeting, ensuring that the First Lien Board Member Rights, the Second Lien Board Member Rights and the Metso and Peab Board Member Rights are effected at all times."

10. Subject to resolutions 1) to 9) and resolutions 11) to 17) being duly adopted, decision to appoint Sissel Danielsen as member of the board of directors of the Company until the next annual general meeting resolving upon the approval of the annual accounts of the Company as at December 31, 2013;
11. Subject to resolutions 1) to 10) and resolutions 12) to 17) being duly adopted, decision to appoint Olav Fjell as member of the board of directors of the Company until the next annual general meeting resolving upon the approval of the annual accounts of the Company as at December 31, 2013;
12. Subject to resolutions 1) to 11) and resolutions 13) to 17) being duly adopted, decision to appoint Elisabeth Nilsson as member of the board of directors of the Company until the next annual general meeting resolving upon the approval of the annual accounts of the Company as at December 31, 2013;
13. Subject to resolutions 1) to 12) and resolutions 14) to 17) being duly adopted, decision to appoint Olli Tapani Vaartimo as member of the board of directors of the Company until the next annual general meeting resolving upon the approval of the annual accounts of the Company as at December 31, 2013;
14. Subject to resolutions 1) to 13) and resolutions 15) to 17) being duly adopted, decision to appoint Leif Salomonsen as member of the board of directors of the Company until the next annual general meeting resolving upon the approval of the annual accounts of the Company as at December 31, 2013;
15. Subject to resolutions 1) to 14) and resolutions 16) to 17) being duly adopted, decision to appoint Runar Nilsen as member of the board of directors of the Company until the next annual general meeting resolving upon the approval of the annual accounts of the Company as at December 31, 2013;
16. Subject to resolutions 1) to 15) and resolution 17) being duly adopted, decision to appoint Lars Stefan Mansson as member of the board of directors of the Company until the next annual general meeting resolving upon the approval of the annual accounts of the Company as at December 31, 2013;
17. Subject to resolutions 1) to 16) being duly adopted, acknowledgment of any director's resignation which took place prior to this extraordinary general meeting.

In order to attend the meeting in person, shareholders must register on the Company's website (www.northland.eu) at least 48 hours prior to the meeting.

Shareholders are hereby informed that in accordance with Article 67-1 (2) of the Luxembourg law of 10 August 1915 on commercial companies as amended, an extraordinary general meeting of shareholders may only validly deliberate if a quorum of at least 50% of the share capital is present or represented and a majority of at least 2/3 of the votes cast is reached, for a decision to be approved. If the first of these conditions is not satisfied, the meeting may be reconvened and may in such case deliberate regardless of the portion of the share capital present or represented.

Shareholders who are unable to attend the meeting are requested to complete, date, sign and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the information circular accompanying this notice.

Shareholders are further informed that they are entitled to dissent in accordance with the terms of article 14 of the Company's articles of association.

Dated June [***], 2013. *BY ORDER OF THE BOARD* .

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the meeting. See "Advice to Beneficial Holders" in the accompanying Information Circular.

Référence de publication: 2013085249/250/192.

Zademar S.A., Société Anonyme.

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

R.C.S. Luxembourg B 87.934.

Messieurs les Actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

des Actionnaires qui aura lieu au 17, rue Beaumont, L-1219 Luxembourg, le *25 juillet 2013* à 10.30 heures, pour délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et son approbation.
2. Lecture du rapport du Commissaire aux comptes.
3. Approbation des bilans, comptes de pertes et profits et affectation des résultats au 31 décembre 2012.
4. Décision à prendre quant à l'article 100 de la loi sur les sociétés commerciales.
5. Décharge aux administrateurs et au commissaire.
6. Divers.

Référence de publication: 2013089170/17.

DO - RM Special Situations Total Return I, Fonds Commun de Placement.

Le règlement de gestion modifié au 15 juillet 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

HSBC Trinkaus Investment Managers SA

Référence de publication: 2013079536/9.

(130098054) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juin 2013.

Netzaberg Luxembourg SPS 6 S.à r.l., Société à responsabilité limitée.

Siège social: L-1728 Luxembourg, 14, rue du Marché-aux-Herbes.

R.C.S. Luxembourg B 133.292.

Le Bilan au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013070001/10.

(130086355) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Mont Blanc Investment S.A., Société Anonyme.

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

R.C.S. Luxembourg B 99.782.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

Qui se tiendra au siège social en date du *25 juillet 2013* à 14 heures, avec l'ordre du jour suivant:

Ordre du jour:

1. Modification au sein du Conseil d'Administration;
2. Renouvellement du mandat du Commissaire aux comptes;
3. Transfert du siège social de la société;
4. Divers

Le conseil d'administration.

Référence de publication: 2013089182/1004/15.

Hauck & Aufhäuser Banquiers Luxembourg S.A., Société Anonyme.

Siège social: L-1931 Luxembourg, 23, avenue de la Liberté.

R.C.S. Luxembourg B 10.846.

Der unterzeichnete Henri HELLINCKX, Notar mit dem Amtswohnsitz in Luxemburg, bescheinigt hiermit auf Grund einer Bestätigung des Vorstands der Hauck & Aufhäuser Banquiers Luxembourg S.A. mit Sitz in L-1931 Luxembourg eingetragen im Handels- und Gesellschaftsregister von Luxemburg unter der Nummer B 10846, Folgendes:

1) Gemäss Verschmelzungsplan vom 15. Mai 2013, veröffentlicht im Mémorial, Recueil Spécial C, Nummer 1270 vom 30. Mai 2013, welcher durch Urkunde des Notars Henri Hellinckx aufgenommen wurde, hat die Hauck & Aufhäuser Banquiers Luxembourg S.A. mit der Luxinia S.à r.l. eine Verschmelzung gemäß Artikel 278 des Gesetzes vom 10. August 1915 über die Handelsgesellschaften durchgeführt,

Mit der Verschmelzung geht das gesamte Aktiv- und Passivvermögen der Luxinia S.à r.l. auf die Hauck & Aufhäuser Banquiers Luxembourg S.A. über und die Luxinia S.à r.l. erlischt.

2) Die unter Artikel 267 des Gesetzes von 1915 aufgeführten Dokumente waren für einen Zeitraum von einem Monat, beginnend ab der Veröffentlichung des Verschmelzungsplans im Mémorial, Recueil des Sociétés et Associations, am Geschäftssitz der Gesellschaften einzusehen.

3) Kein Gesellschafter der Hauck & Aufhäuser Banquiers Luxembourg S.A, hat die Einberufung einer Gesellschafterversammlung der Hauck & Aufhäuser Banquiers Luxembourg S.A. beantragt um über die vorgeschlagene Verschmelzung zu befinden.

4) Die Fusion zwischen der Hauck & Aufhäuser Banquiers Luxembourg S.A. und der Luxinia S.à r.l. ist somit am 30. Juni 2013 (einen Monat nach Veröffentlichung des Verschmelzungsplans im Mémorial) rechtswirksam geworden.

Der unterzeichnete Notar stellt fest dass die Bedingungen in Artikel 279 des Gesetzes über die Handelsgesellschaften erfüllt sind und dass die Gesellschaft Luxinia S.à r.l., mit Sitz in L-1931 Luxembourg 23, Avenue de la Liberté, eingetragen im Handels- und Gesellschaftsregister von Luxemburg unter der Nummer B 18739, aufgelöst ist mit Wirkung zum 30. Juni 2013.

Luxemburg, den 4. Juli 2013.

Référence de publication: 2013093328/29.

(130114305) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 juillet 2013.

Netzaberg Luxembourg SPS 7 S.à r.l., Société à responsabilité limitée.

Siège social: L-1728 Luxembourg, 14, rue du Marché-aux-Herbes.

R.C.S. Luxembourg B 133.291.

Le Bilan au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013070002/10.

(130086405) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Poly Re S.A., Société Anonyme.

Siège social: L-1147 Luxembourg, 42, rue de l'Avenir.

R.C.S. Luxembourg B 53.630.

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.

Pour la Société

Référence de publication: 2013070048/10.

(130085840) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Netzaberg Luxembourg SPS 8 S.à r.l., Société à responsabilité limitée.

Siège social: L-1728 Luxembourg, 14, rue du Marché-aux-Herbes.

R.C.S. Luxembourg B 133.450.

Le Bilan au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013070003/10.

(130086463) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Netzaberg Luxembourg SPS 9 S.à r.l., Société à responsabilité limitée.

Siège social: L-1728 Luxembourg, 14, rue du Marché-aux-Herbes.

R.C.S. Luxembourg B 133.453.

Le Bilan au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013070004/10.

(130086525) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Ondina Strategies S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 128.977.

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.

Signature.

Référence de publication: 2013070021/10.

(130085984) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

New CV Luxco S.à r.l., Société à responsabilité limitée.

Capital social: USD 16.879.700,00.

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

R.C.S. Luxembourg B 122.396.

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 29 mai 2013.

Stijn CURFS

Mandataire

Référence de publication: 2013070006/12.

(130086113) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Poly Re S.A., Société Anonyme.

Siège social: L-1147 Luxembourg, 42, rue de l'Avenir.

R.C.S. Luxembourg B 53.630.

Extrait des résolutions de l'assemblée générale du 7 mai 2013

- L'Assemblée reconduit le mandat de ERNST & YOUNG SA en tant que Réviseur d'entreprises jusqu'à l'issue de l'Assemblée Générale Ordinaire 2014 statuant sur les comptes 2013.

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

Pour la société

Référence de publication: 2013070047/12.

(130085839) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

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

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

R.C.S. Luxembourg B 24.436.

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.

Signatures.

Référence de publication: 2013070040/10.

(130086035) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Pacific Funds S.à r.l., Société à responsabilité limitée.

Capital social: EUR 660.000,00.

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

R.C.S. Luxembourg B 166.559.

Le bilan au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 27 mai 2013.

Référence de publication: 2013070028/10.

(130085890) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

OPM SICAV, Société d'Investissement à Capital Variable.

Siège social: L-8217 Mamer, 41, Op Bierg.

R.C.S. Luxembourg B 155.817.

Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signatures.

Référence de publication: 2013070024/10.

(130086536) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Print Solutions, s.à r.l., Société à responsabilité limitée.

Siège social: L-1420 Luxembourg, 113, avenue Gaston Diderich.

R.C.S. Luxembourg B 113.906.

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

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

IF EXPERTS COMPTABLES
B.P. 1832 L-1018 Luxembourg
Signature

Référence de publication: 2013070051/12.

(130085928) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Project Bird GP ULC SCS, Société en Commandite simple.

Capital social: EUR 130.063.289,00.

Siège social: L-2320 Luxembourg, 69, boulevard de la Pétrusse.

R.C.S. Luxembourg B 147.920.

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

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

Luxembourg.

Pour la société
Un mandataire

Référence de publication: 2013070053/12.

(130086443) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

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

Siège social: L-8041 Strassen, 80, rue des Romains.

R.C.S. Luxembourg B 168.591.

Les comptes annuels pour la période du 20/04/2012 au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013070042/10.

(130086347) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Firma Peter HENNEN G.m.b.H., Société à responsabilité limitée.

Siège social: L-9911 Troisvierges, 1-5, rue de Wilwerdange.

R.C.S. Luxembourg B 94.637.

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

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

Weiswampach, le 30 mai 2013.

Référence de publication: 2013070044/10.

(130085971) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

PI.lu S.A., Société Anonyme.

Siège social: L-2430 Luxembourg, 18, rue Michel Rodange.

R.C.S. Luxembourg B 77.860.

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

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

Signature.

Référence de publication: 2013070045/10.

(130085969) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

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

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.

R.C.S. Luxembourg B 41.592.

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

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

Pour la société
Un mandataire

Référence de publication: 2013070056/12.

(130085796) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

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

Siège social: L-1520 Luxembourg, 56, rue Adolphe Fischer.

R.C.S. Luxembourg B 160.292.

Les comptes annuels au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

L-1520 Luxembourg, le 28 mai 2013.

Monsieur Bletsogiannis Georgios
Gérant

Référence de publication: 2013070073/12.

(130086317) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Rossini Real Estate S.à r.l., Société à responsabilité limitée.

Capital social: EUR 47.075,00.

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

R.C.S. Luxembourg B 119.749.

Le dépôt rectificatif des comptes annuels au 30 juin 2009 déposés au Registre de Commerce et des Sociétés de Luxembourg le 24 juin 2011, sous la référence L110097436 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 24 mai 2013.

Référence de publication: 2013070075/12.

(130086034) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

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

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

R.C.S. Luxembourg B 115.904.

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.

Pour Quee S.à r.l.
SGG S.A.
Signatures
Mandataire

Référence de publication: 2013070057/13.

(130086383) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Royalty Opportunities Feeder S.A., Société Anonyme.

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

R.C.S. Luxembourg B 160.775.

Extrait du procès-verbal de l'assemblée générale annuelle des actionnaires de la société tenue le 7 mai 2012

Rectificatif du dépôt effectué le 8 avril 2013 sous la référence L130054781

L'assemblée générale annuelle des actionnaires tenue le 7 mai 2012 a décidé de renouveler le mandat de Hans de Graaf en tant qu'administrateur de classe A jusqu'à l'assemblée générale annuelle qui aura lieu en 2015.

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

ROYALTY OPPORTUNITIES FEEDER S.A
Un mandataire

Référence de publication: 2013070078/14.

(130086040) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Steel Project Development S.A., Société Anonyme Unipersonnelle.

Siège social: L-1526 Luxembourg, 23, Val Fleuri.

R.C.S. Luxembourg B 159.830.

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EXTRAIT

Comme décidé dans l'Assemblée Générale Ordinaire du 27 mai 2013, la Société prend acte de la démission de Monsieur Francesco Abbruzzese, Administrateur.

Ce dernier sera remplacé, avec effet au 27 mai 2013, en tant qu'Administrateur et ce jusqu'à l'Assemblée Générale Ordinaire approuvant les comptes annuels au 31 décembre 2015 par:

- Monsieur Olivier Dedobbeleer, né le 09 avril 1983 à Namur (Belgique) et situé professionnellement au 16, rue Jean l'Aveugle, L-1148 Luxembourg

Luxembourg, le 29 mai 2013.

Référence de publication: 2013070120/15.

(130085762) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

SAAEM S.A., Société Anonyme.

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

R.C.S. Luxembourg B 163.151.

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

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

SAAEM S.A.
Signatures
Administrateur de catégorie A / Administrateur de catégorie B

Référence de publication: 2013070098/12.

(130086227) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

SBRE Office, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 117.125.

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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.

Pour SBRE Office
SGG S.A.
Signatures
Mandataire

Référence de publication: 2013070104/13.

(130086468) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Saint Hubert Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 57.466.

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Le Bilan et l'affectation du résultat au 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 14/05/2013.

Saint Hubert Investments S.à r.l.
Christian Leclercq
Gérant

Référence de publication: 2013070101/14.

(130085776) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Wallberg Blackstar African Fund, Fonds Commun de Placement.

Le règlement de gestion modifié au 01. juillet 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, juin 2013

Wallberg Invest S.A.

Signature

Référence de publication: 2013079065/11.

(130097470) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juin 2013.

SBRE Capmark Holdco, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 116.954.

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.

Pour SBRE Capmark Holdco

SGG S.A.

Signatures

Mandataire

Référence de publication: 2013070103/13.

(130086527) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

RI Luxembourg Finance Sàrl, Société à responsabilité limitée.

Capital social: EUR 45.000,00.

Siège social: L-2134 Luxembourg, 62, rue Charles Martel.

R.C.S. Luxembourg B 142.791.

Le bilan au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 29 mai 2013.

Référence de publication: 2013070067/10.

(130085841) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Silar Lux Finance Branch, Succursale d'une société de droit étranger.

Adresse de la succursale: L-1331 Luxembourg, 33, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 141.020.

Les comptes annuels audités au 31/12/2011 de la maison mère Silar Holding and Financial Limited Liability Company (en abrégée Silar Kft.) ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013070109/10.

(130085407) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

QP Elgin Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 25.000,00.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.

R.C.S. Luxembourg B 129.889.

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 29 mai 2013.

Référence de publication: 2013070058/10.

(130086397) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Sourire S.A., Société Anonyme.

Siège social: L-1660 Luxembourg, 60, Grand-rue.

R.C.S. Luxembourg B 96.983.

Les comptes annuels au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg.

EASIT SA
Signature

Référence de publication: 2013070118/12.

(130085868) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

SBRE West German Portfolio Luxco, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 119.533.

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.

Pour SBRE West German Portfolio Luxco
SGG S.A.
Signatures
Mandataire

Référence de publication: 2013070105/13.

(130086469) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Total View Holding, Société Anonyme.

Siège social: L-2212 Luxembourg, 6, place de Nancy.

R.C.S. Luxembourg B 140.988.

Extrait du procès-verbal de l'assemblée générale tenue en date du 22 mai 2013

Les actionnaires acceptent la démission TOP Audit S.A. (anciennement PKF Abax Audit S.A.) de son mandat de commissaire. Les actionnaires ratifient rétroactivement la nomination en date du 14 novembre 2012 la société Compliance & Control, 6 Place de Nancy L-2212 Luxembourg, R.C.S. Luxembourg B172482 comme nouveau commissaire.

Le mandat du nouveau commissaire arrive à échéance à l'assemblée générale qui se tiendra en 2014.

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

Pour la société

Référence de publication: 2013070148/14.

(130085766) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Harkand Luxembourg Holdings, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 162.060.

Extrait des résolutions de l'Associé Commandité de la Société prises le 23.05.2013

L'Associé Unique de la Société (OCM Luxembourg EPOF II SARL, R133551) a décidé d'accepter la démission de:

- Mr Thomas Ehret né le 10 mars 1952 à Mulhouse (France) ayant son adresse au 31 rue de Verneuil, 75007 Paris avec effet au 23 mai 2013.

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

Harkand Luxembourg Holdings SARL
Figen EREN
Gérant

Référence de publication: 2013070462/15.

(130087045) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

Hankir S.A., Société Anonyme.

Siège social: L-8030 Strassen, 163, rue du Kiem.

R.C.S. Luxembourg B 71.293.

I. Extrait des résolutions prises lors du conseil d'administration en date du 7 mai 2013

3 ème Résolution:

Le Conseil d'Administration décide de nommer en tant que Président du Conseil d'Administration, Madame Brigitte DENIS, administrateur, résidant professionnellement au 163, rue du Kiem, L-8030 Strassen en remplacement de Monsieur Christophe BLONDEAU. Cette dernière assumera cette fonction pour toute la durée de son mandat d'Administrateur dans la société, à savoir jusqu'à l'Assemblée Générale Statutaire Annuelle de l'an 2016.

II. Extrait des décisions prises lors de l'assemblée générale ordinaire, tenue de façon exceptionnelle au siège social, le 23 mai 2013

5 ème Résolution:

L'Assemblée décide d'accepter la démission de Monsieur Christophe BLONDEAU en qualité d'administrateur de la société.

L'Assemblée décide de nommer avec effet immédiat Monsieur Marc LIBOUTON ayant son adresse professionnelle au 163, rue du Kiem, L-8030 Strassen en tant que nouvel administrateur de la société.

Son mandat prendra fin à l'issue de l'Assemblée Générale Statutaire qui se tiendra en 2016.

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

Pour HANKIR S.A.

Référence de publication: 2013069850/22.

(130085875) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

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ed-g, Société Anonyme.

Siège social: L-9991 Weiswampach, 2, Am Hock.

R.C.S. Luxembourg B 53.639.

Extrait analytique du procès verbal du Conseil d'administration Tenu le 24 avril 2013 Au siège social

Résolution prise à l'unanimité

R6/2013 Le conseil ratifie la nomination par cooptation au titre d'administrateur de Valminvest SA inscrite au RPM de Gand sous le numéro 0464.033.548, sise à B-9070 Destelbergen, Zenderstraat, 5, dont le représentant permanent est Stefaan Vallaeys, né le 15/04/1964 à Sint-Amandsberg, domicilié Zenderstraat, 5 à B-9070 Destelbergen, en remplacement de S2M Productions représentée par Maurice Semer qui a démissionné de ses fonctions d'administrateur avec effet au 31/12/2012. Ce mandat sera confirmé par la prochaine assemblée générale et viendra à échéance à l'issue de l'assemblée générale annuelle appelée à se prononcer sur les comptes annuels clôturés au 31/12/2012 qui décidera ensuite de la composition du conseil d'administration à partir de cette date, tous les mandats d'administrateurs actuellement en cours venant à échéance cette année.

Weiswampach, le 30 mai 2013.

Pour extrait analytique certifié sincère et conforme
Pour ED-solutions S.A.
Administrateur-délégué
Dominique Dejean
Représentant permanent

Référence de publication: 2013070233/23.

(130086885) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 40.372.

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

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

Référence de publication: 2013070551/9.

(130087062) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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

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

R.C.S. Luxembourg B 91.853.

Suite à une cession de parts sociales en date du 27.12.2007, le capital de la société se compose comme suit:

1) 314 Commonwealth Ave. Inc., ayant son siège social à 2711 Centerville Road, Suite 400, Wilmington Delaware 19808, USA, détenteur de 6.813.280 parts sociales (99.99%), et

2) Brasstown LLC, ayant son siège social à 2711 Centerville Road, Suite 400, Wilmington DE 19808, USA, détenteur d'une (1) part sociale (0.01%),

En date du 15 mai 2013, les résolutions suivantes sont prises à l'unanimité:

1. Est nommée nouveau "Gérant A" de la société, avec effet au 1 er mars 2013:

G.T. Fiduciaires S.A., ayant son siège social à L-1273 Luxembourg, 19, rue de Bitbourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 121820.

2. Est nommée nouveau "Gérant B" de la société avec effet au 1 er mars 2013:

Monsieur Thierry Hellers, ayant son adresse professionnelle à L-1273 Luxembourg, 19, rue de Bitbourg.

Suite à une résolution du 24 mai 2013, le siège social de la société est transféré de L-1371 Luxembourg, 7, Val Ste Croix à L-1273 Luxembourg, 19, rue de Bitbourg.

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

Luxembourg, le 27 mai 2013.

G.T. Experts Comptables S.àr.l.
Luxembourg

Référence de publication: 2013069962/24.

(130085931) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

KZL, Kizomba Luxembourg, Association sans but lucratif.

Siège social: L-8081 Bertrange, 16, rue de Mamer.

R.C.S. Luxembourg F 9.606.

STATUTS

Entre les soussignés:

Aime Anonh, consultant informatique, Française, 16, rue de Mamer, L-8091 Bertrange,

Eliano Gomes, étudiant, Portugaise, 350a, route de Thionville, L-5886 Hesperange

Melissa do Rosario, vendeuse, Française, 28, rue Maréchal Foch, F-5739 Audun-le-Tiche

Patrizio Monteiro, étudiant, Portugaise, 20, rue Jean Origer, L-4271 Esch/Alzette

Et ceux qui seront admis par la suite, une association sans but lucratif a été crée, régie par les présents statuts et par la loi du 21 avril 1928 sur les associations sans but lucratif telle qu'elle a été modifiée par les lois subséquentes.

Art. 1 er . Dénomination, Siège, Durée. L'association porte la dénomination «Kizomba Luxembourg» («KZL» en abrégé). Son siège social est fixé à Bertrange et sa durée est illimitée. L'année associative commencera le 21 juin et se terminera le 20 juin de chaque année.

Art. 2. Objet. Offrir des représentations dans le cadre de la danse Kizomba.

Promouvoir et encourager la pratique de danse en tant que loisir et base de communication.

Art. 3. Nombre minimum. Le nombre minimum des membres est fixé à trois.

Art. 4. Composition. L'association se compose de membres actifs, stagiaires, protecteurs et honoraires qui peuvent être des personnes physiques ou morales enregistrées.

Art. 5. Admission. Peut devenir membre toute personne agrée par le Conseil d'administration et qui est à jour de sa cotisation

Art. 6. Administration. Les organes de l'association sont l'Assemblée générale (A.G.) et le Conseil d'Administration (C.A.).

Art. 7. Assemblée Générale. Elle comprend tous les membres actifs et stagiaires et ceux-ci ont droit de vote (les autre membres peuvent suivre avec voix consultative les délibérations de l'A.G.). Les décisions sont prises à la majorité simple des voix, à l'exception des cas réglés par la loi ou les présents statuts. En cas d'égalité des voix, la décision appartient à celui (celle) qui préside.

L'A.G. se réunira au moins une fois par an sur convocation écrite, mentionnant l'ordre du jour, adressée au moins huit jours à l'avance à chaque membre à la diligence du C.A., ou à la "demande d'au moins un cinquième des membres actifs ou stagiaires dans un délai d'un mois maximum après réception de la demande par la C.A.

Les procès-verbaux des A.G. signés par deux membres du C.A. sont relies dans un registre spécial qui est conservé au siège de l'association, où tous les membres peuvent en prendre connaissance. L'A.G. est compétente pour les modifications de statuts, la nomination et la révocation des administrateurs, l'exclusion de membres, la fixation des cotisations annuelles, l'approbation des budgets et comptes, la dissolution de l'association et l'affection de son patrimoine dans un but correspondant le plus à l'objet en vue duquel elle a été créée et pour la nomination d'un ou de plusieurs liquidateurs.

Art. 8. Conseil d'Administration. Le C.A. se compose du (de la) président(e), du (de la) vice-président(e), du (de la) secrétaire, du (de la) trésorier(ère) et d'autres membres nommés par l'A.G. pour une année parmi les membres, sans toutefois dépasser le nombre sept Tous les membres du C.A. sont rééligibles.

Le C.A. se réunit à la demande du (de la) président(e) ou a là demande d'au moins un cinquième des ses membres. Les réunions du C.A. sont dirigées par le (la) président(e), en son absence par le (la) vice-président(e), en son absence par le membre le plus âgé. Le C.A. se réunit au moins quatre fois par an. Ses décisions sont prises à la majorité simple des membres présents. Il faut que la majorité des membres soit présente. S'il y a parité des voix celle de celui ou celle qui préside est prépondérante.

L'association est valablement engagée par la signature du président du vice-président et d'un membre du C.A. Pour les opérations financières, la signature conjointe du président et du trésorier est obligatoire.

Le procès-verbaux des réunions du C.A. sont dressés par le (la) secrétaire et signés par le (la) secrétaire et le (la) président(e).

Le C.A. est investi des pouvoirs les plus étendu pour faire tous les actes administratifs et de disposition qui sont dans l'intérêt de l'association, sous réserve toutefois des objets énumérés par la loi

L'adresse postale de l'association et du C.A. est celle de son(sa) président(e) ou de son(sa) secrétaire en fonction.

Des règlements intérieurs peuvent être arrêtés par le C.A. et doivent être affichés au lieu de rencontre habituel des membres de l'association.

Art. 9. Cotisations et dons. Le montant des cotisations annuelles est fixé par l'A.G. 11 ne pourra pas être supérieur à mille Euros par membre. L'association est habilitée à recevoir des bons en nature et en espèces.

Art. 10. Tenue des comptes. Les comptes sont arrêtés chaque année au 20 juin et soumis à l'A.G. Le livre de caisse sera contrôlé par deux réviseurs de caisse désignés par l'A.G. Les réviseurs de caisse ont pour mission de contrôler la conformité des comptes présents par le C.A. avec les écritures et les pièces comptables du (de la) trésorier(ère) et de rédiger le procès-verbal

Art. 11. Modification des statuts. L'A.G. peut modifier les statuts dans les conditions prévues par la loi du 21 avril 1928 concernant les associations sans but lucratif telle que modifiée par les lois subséquentes. Un exemplaire des statuts à jour doit être remis à chaque nouveau membre actif.

Art. 12. Cas non prévus et composition du C.A. Tous les cas non prévus aux présents statuts, dans le règlement intérieur ou par la loi susmentionnée seront tranches par l'A.G.

Référence de publication: 2013090242/67.

(130106576) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2013.

DB Funds, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 178.481.

STATUTES

IN THE YEAR TWO THOUSAND AND THIRTEEN,

ON THE FIFTH DAY OF THE MONTH OF JULY.

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

THERE APPEARED:

Oppenheim Asset Management Services S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of Luxembourg, having its registered office at 4, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Commercial register under the number B 28.878,

duly represented by Ms. Sabine EBERT, employee, residing professionally in Luxembourg,

by virtue of a proxy given in Luxembourg, on 5 th July 2013.

The aforementioned proxy will remain attached to this document to be filed at the same time with the registration authorities.

Such appearing party, acting in its above-stated capacity, has requested the notary to state the following articles of incorporation of a public limited company:

Preliminary Title: Definitions

"1915 Law"	Luxembourg law of 10 August 1915 on commercial companies, as amended and/or replaced from time to time.
"2007 Law"	Luxembourg law of 13 February 2007 on specialised investment funds, as amended and/or replaced from time to time.
"2010 Law"	Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended and/or replaced from time to time.
"Accounting Currency"	USD.
"Articles"	The articles of incorporation of the Company as amended from time to time
"Board"	The board of directors of the Company.
"Business Day"	A complete week day (other than Saturday or Sunday) on which banks are normally open for business in Luxembourg unless otherwise defined for a (Sub-)Fund in the Prospectus.
"Company"	DB Funds, which term shall, where appropriate, include any Sub-Fund from time to time thereof.
"Custodian"	A credit institution within the meaning of the amended Luxembourg law of 5 April 1993 on the financial sector
"Dealing Currency"	The currency or currencies in which subscribers may currently subscribe for the Shares of any Sub-Fund and any Share Class as indicated in the Prospectus.
"Director"	A member of the Board.
"Domiciliary Agent"	A domiciliary within the meaning of the amended Luxembourg law of 31 May 1999 on the domiciliation of companies.
"EU"	The European Union.
"EUR"	The European currency unit (also referred to as the Euro).
"Fund" or "Sub-Fund"	A separate portfolio of assets to which a specific investment policy applies and to which specific liabilities, income and expenditure will be allocated. The assets of a (Sub-)Fund are exclusively available to satisfy the rights of shareholders in relation to that (Sub-)Fund and the rights of creditors whose claims have arisen in connection with the creation, operation or liquidation of that (Sub-)Fund.
"Initial Issue Date"	For each Share Class, the Business Day on which the Shares, which have been subscribed for during the Initial Subscription Period, will be issued at the Initial Issue Price, as further outlined in the Prospectus.
"Initial Issue Price"	The price at which Shares will first be issued, on the Initial Issue Date or after the end of the Initial Subscription Period of each (Sub-)Fund, as outlined in the Prospectus.
"Initial Subscription Period"	The period during which Shares in relation to a (Sub-)Fund may be subscribed at the Initial Issue Price, as specified in the Prospectus.
"Investment Manager"	Any Investment Manager appointed by the Management Company or by the Company to provide investment management services in respect of some or all of the assets of a Sub- Fund and specified in the Prospectus.
"Management Company"	A management company within the meaning of the 2010 Law.
"Member State"	A member state of the EU.
"Mémorial"	The Mémorial C, Recueil des Sociétés et Associations, an official gazette of the Grand Duchy of Luxembourg.
"Minimum Subscription Amount"	As defined in the Prospectus for each (Sub-)Fund.
"Money Market Instruments"	Instruments normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time.
"Net Asset Value"	Net Asset Value per Share multiplied by the number of Shares.
"Net Asset Value per Share"	The value per Share in any Share Class, expressed in the Dealing Currency and determined in accordance with the relevant provisions described in the Section headed "Calculation of Net Asset Value".
"OECD"	The Organisation for Economic Co-operation and Development.
"Prospectus"	The prospectus containing information for prospective investors of the (Sub-)Fund, as approved by the Luxembourg financial services supervisory authority (CSSF).
"Reference Currency"	Reference currency as defined in the Prospectus for each Sub-Fund.

"Regulated Market"	Any market which is regulated, operates regularly and is recognised and open to the public according to the European Directive 2004/39 of 21 April 2004 on markets in financial instruments, as amended and/or replaced from time to time.
"Share"	A share of no par value in any one Share Class in the capital of the Company.
"Shareholder"	A holder of Shares entitled to participate in the gross income of the relevant (Sub-)Fund.
"Share Class" or "Class of Shares"	A class of Shares with a specific fee structure or other distinctive features.
"UCI"	An "undertaking for collective investment" as defined under Luxembourg law.
"UCITS"	An "undertaking for collective investment in transferable securities" within the meaning of the European Directive 2009/65 dating 13 July 2009 on undertakings for collective investment in transferable securities (UCITS Directive), as amended and/or replaced from time to time.
"UCITS Directive"	The European Directive 2009/65 dating 13 July 2009 on undertakings for collective investment in transferable securities, as amended and/or replaced from time to time.
"USA" or "US"	United States of America (including the States and the District of Columbia), its territories, its possessions and any other areas subject to its jurisdiction.
"USD"	The United States currency unit (also referred to as the United States Dollar).
"US Person"	Any citizen or resident of the United States of America (including any corporation, partnership or other entity created or organized in or under the laws of the United States of America or any political subdivision thereof) or any estate or trust that is subject to United States federal income taxation regardless of the source of its income.
"Valuation Day"	With respect to each Class of Shares, the Net Asset Value per Share and the price for the issuance, redemption and conversion of Shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least once a month at a frequency determined by the Board, such date or time of calculation being referred to herein as the "Valuation Day".

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

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

Title I. Name - Registered office - Duration - Purpose

Art. 1. Name. There is hereby established among the subscriber and all those who may become owners of shares hereafter issued, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of DB Funds (hereinafter the "Company").

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

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

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

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

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available to it in securities of all types and other permitted assets, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the fullest extent permitted under part II of the law of 17 December 2010 on undertakings for collective investment (the "2010 Law").

Title II. Share capital - Shares - Net asset value

Art. 5. - Share Capital - Sub-Funds and Classes of Shares. The share capital of the Company shall be represented by fully paid up Shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 11.

The minimum share capital of the Company shall be as provided by law, i.e. the equivalent in the Accounting Currency of one million two hundred fifty thousand Euro (EUR 1,250,000). The minimum share capital of the Company must be achieved within six months after the date on which the Company has been authorised as a collective investment undertaking under Luxembourg law.

The initial share capital of the Company shall be set at forty-one thousand USD (USD 41,000) represented by four hundred and ten (410) shares of no par value.

The Accounting Currency of the Company is the USD.

The Company shall be an umbrella fund within the meaning of Article 181 of the 2010 Law.

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

The shares to be issued in a Sub-Fund pursuant to Article 7 may, as the Board shall determine, be of one or more different classes (each such class, a "Share Class"), the features, terms and conditions of which shall be established by the Board. The proceeds from the issuance of shares of any Share Class shall be invested pursuant to the investment policy determined by the Board for the Sub-Fund that comprises the relevant Class(es) of Shares, subject to the investment restrictions provided by law or determined by the Board.

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

Art. 6. Form of Shares.

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

(2) All Shares issued in bearer form shall be embodied in one or more global bearer Share certificates (the "Global Certificate(s)"), which shall be deposited with such clearing systems as the Board may from time to time decide. All Shares issued in registered form shall be represented by entries into the register of shares (the "Register") kept by the Company or by one or more persons designated to this effect by the Company, and such Register shall contain the name of each owner of registered Shares, his residence or elected domicile as indicated to the Company, the number of registered Shares held by the Shareholder and the amount paid up on each Share of fractional Share.

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

The inscription of the Shareholder's name in the Register evidences this Shareholder's right of ownership of such registered Shares. The Company may decide whether a certificate for such inscription shall be delivered to the Shareholder or whether the Shareholder shall receive a written confirmation of his shareholdings.

(3) If the Board decides to issue bearer Shares, bearer Shares will be issued in such denominations as the Board may decide and may provide on their face that they may not be transferred to any person, resident, citizen of the United States of America or entity organised by or for a U.S. Person (as described in Article 10).

(4) If bearer Shares are issued, registered Shares may be converted into bearer Shares and bearer Shares may be converted into registered Shares at the request of the holder of such Shares, subject to compliance with any conditions set forth in these Articles, in the sales documents and as determined by the Board.

A conversion of registered Shares into bearer Shares will be effected by cancellation of the registered share certificate, if any, upon representation that the holder is not a U.S. Person and issuance of one or more bearer Shares in lieu thereof, and the respective clearing system shall have the relevant bearer Shares added to the Global Certificate, thereby increasing the number of bearer Shares represented by the Global Certificate by the number of Shares added, and an entry shall be made in the Register to evidence such cancellation.

A conversion of bearer Shares into registered Shares will be effected by cancellation of the bearer Shares, and an entry shall be made in the Register to evidence such issuance, and the respective clearing system shall have the relevant bearer Shares deleted from the Global Certificate by the number of bearer Shares thus cancelled.

At the option of the Board, the costs of any such conversion may be charged to the Shareholder requesting it.

(5) Before Shares are issued in bearer form and before registered Shares shall be converted into bearer Shares, the Company may require assurances satisfactory to the Board that such issuance or conversion shall not result in such Shares being held by a U.S. Person.

(6) Each bearer share and each registered share certificate (if any) shall be signed by two Directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorised thereto by the Board; in the latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board may determine.

(7) Transfers of bearer Shares shall be effected by delivery of the relevant bearer Share.

(8) Transfers of registered Shares shall be effected (i) if registered share certificates have been issued, upon delivery of an instrument of transfer in appropriate form together with the certificates relating to such Shares to the Company and (ii) if no registered share certificates have been issued, either by a written declaration of transfer entered into the Register, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore or in accordance with Article 1690 of the Luxembourg Civil Code. The Company or its agents may accept and

enter into the Register a transfer documented by correspondence or by any other documents establishing the agreement between the transferor and the transferee.

(9) 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 into the Register.

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

(10) If any Shareholder can prove to the satisfaction of the Company that his or her or its Share certificate has been lost, damaged or destroyed, then, at the Shareholder's request, a duplicate Share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued by an insurance company, as the Company may determine. Upon the issuance of the new Share certificate, on which it shall be recorded that it is a duplicate, the original Share certificate in replacement of which the new one has been issued shall automatically become void.

Damaged Share certificates may be cancelled by the Company and replaced by new Share certificates.

The Company may, in its discretion, charge to the Shareholders the costs of a duplicate or of a new Share certificate and all reasonable expenses incurred by the Company in connection with the issuance and registration thereof or in connection with the annulment of the original share certificate.

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

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

Art. 7. Issue of Shares. The Board is authorised without limitation to issue an unlimited number of fully paid up Shares of one or more Classes of Shares at any time without reserving to the existing Shareholders a preferential right to subscribe for the Shares to be issued.

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

Furthermore, the Board may temporarily discontinue or finally suspend the issuance of Shares in any given Sub-Fund and without any prior notice to Shareholders, if the Board determines that this is in the best interest of the relevant Sub-Fund and the existing Shareholders.

Whenever the Company offers Shares for subscription after the Initial Subscription Period, if any, the price per Share at which such Shares are offered shall be the Net Asset Value per Share of the relevant Class of Shares as determined in compliance with Article 11 as of such Valuation Date as defined in Article 12 as the Board may from time to time determine. Such price shall be increased by such charges and commissions as the sales documents may provide. The purchase price of the Shares subscribed shall be payable within the time limit as determined from time to time by the Board and disclosed in the sales documents for the Shares of each (Sub-)Fund.

The Board may delegate to any Director, manager, officer or 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.

The Company may agree to issue Shares as consideration for a contribution in kind of securities or other assets which could be acquired by the relevant Sub-Fund pursuant to its investment policy and restrictions, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor of the Company ("réviseur d'entreprises agréé").

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

The Board may decide that, in respect of any Sub-Fund, no redemption request will be accepted from any Shareholder unless each Share to which the request relates has been held for a period to be determined by the Board, from the date of issue of the Share.

The redemption price shall be equal to the Net Asset Value per Share of the relevant Share Class determined in respect of the applicable Valuation Date, less such charges and commissions (if any) at the rate provided by the sales documents for the Shares. The relevant redemption price may be rounded up or down to the nearest unit as the Board shall determine.

The Board may decide that, in respect of any Sub-Fund, a redemption charge of up to such percentage of the Net Asset Value as the Board may determine may be levied.

The redemption price will normally be paid within the time limit as determined from time to time by the Board provided that the share certificates, if any, and the redemption documents have been received by the Company, notwithstanding the provisions of Article 12. The Board may extend the period of payment of redemption proceeds to such period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the market in which a substantial part of the assets of the Company shall be invested. Any request for redemption shall be irrevocable and may not be withdrawn by any Shareholder, except in case of temporary suspension of the calculation of the Net Asset Value.

In exceptional circumstances, the Board may request Shareholders to accept a redemption in kind, i.e. receive a portfolio of investments from the Share Class of equivalent value to the appropriate cash redemption payment, provided that such redemption in kind does not prejudice the interests of the other Shareholders of the relevant Share Class. In such case, the Shareholder will have the right to require payment in the Reference Currency of the relevant Sub-Fund. The redemption in kind, if accepted by the Shareholder, shall be effected in compliance with the conditions set forth by Luxembourg law.

If as a result of any request for redemption, the value of the Shares held by any Shareholder in a particular Class of Shares would become less than the Minimum Subscription Amount or, if the Minimum Subscription Amount was waived at the time of subscribing for the Shares of the relevant Class of Shares, would become less than the aggregate value of the Shares of the relevant Share Class for which the Shareholder originally subscribed, then the Board may decide that the redeeming Shareholder shall be deemed to have requested the redemption of all of his or her or its Shares of such Class of Shares. The Board may, at any time, compulsorily redeem all Shares from Shareholders whose holding is less than the level as determined by the Board. In such case, the Shareholder will receive one month prior notice so as to be able to increase his or her or its holding.

Further, if on any given date, the redemption requests pursuant to this Article exceed, together with the conversion requests pursuant to Article 9, ten per cent of the total number of Shares in issuance of any Share Class, the Board may decide that part or all of such requests for redemption and/or conversion will be deferred pro rata, so that the ten per cent limit is not exceeded. On the next applicable Valuation Date following that period, these redemption and/or conversion requests will be satisfied in priority to later requests, subject always to the ten per cent limit. All redeemed Shares shall be cancelled.

Art. 9. Conversion of Shares. The Board may, in its sole discretion, permit Shareholders to convert Shares of one Share Class of a Sub-Fund into Shares of another Share Class of that or another Sub-Fund under such restrictions, in particular, as to the frequency, terms and conditions of conversions, and subject them to the payment of such charges and commissions as may be determined by the Board. In such case, full details of the frequency, terms and conditions as well as of the charges and commissions related to the conversion of Shares shall be given in the sales documents.

The number of Shares issued upon conversion of Shares from one Share Class into another Share Class shall be computed by reference to the respective Net Asset Values of the two Classes of Shares, calculated on the common Valuation Date on which the conversion request is accepted, or on such other day as the Board may determine. If there is no common Valuation Date, the conversion shall be made on the basis of the Net Asset Value calculated on the next following Valuation Date for each of the two Share Classes concerned or on such other days as the Board may reasonably determine.

If as a result of a conversion, the value of the Shares held by any Shareholder in the new Share Class would be less than the Minimum Subscription Amount, the Board may decide not to accept the conversion request. If, as a result of a conversion, the value of a Shareholder's holding in the original Share Class would become less than the relevant Minimum Subscription Amount or, if the Minimum Subscription Amount was waived at the time of subscribing for the Shares of the original Share Class, become less than the aggregate value of the Shares of the relevant Share Class for which the Shareholder originally subscribed, then the Board may decide that this request be treated as a request for conversion of the full balance of such Shareholder's holding of Shares in such Share Class.

The Shares which have been converted into Shares of another Share Class may be cancelled.

Art. 10. Restrictions on Ownership of Shares. The Board may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body, if in the judgment of the Board such holding may be detrimental to the Company or the majority of its Shareholders or any Sub-Fund or Class of Shares; if it may result in a breach of any law or regulation, whether Luxembourg or foreign; or if as a result thereof it may have adverse regulatory, tax or fiscal consequences, in particular if as a result thereof the Company would become subject to laws other than those of the Grand Duchy of Luxembourg, including but without limitation tax laws.

Specifically but without limitation, the Board may restrict the ownership of Shares in the Company by any U.S. Person, as defined by the US applicable law as amended, and for such purposes the Board may:

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

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

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

D. where it appears to the Board that any U.S. Person either alone or in conjunction with any other person is a beneficial owner of Shares, direct such Shareholder to sell his or her or its Shares and to provide to the Company evidence of the sale within thirty (30) days of the notice. If such Shareholder fails to comply with the direction, the Company may compulsorily redeem or cause to be redeemed from any such Shareholder all Shares held by such Shareholder in the following manner:

(1) 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 prepaid registered envelope addressed to such Shareholder at his last address known or appearing in the books of the Company. The said Shareholder shall thereupon forthwith be obliged to deliver to the Company the registered share certificate or bearer share certificate or certificates representing the Shares specified in the purchase notice.

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, in the case of registered Shares, his or her or its name shall be removed from the register of Shareholders, and in the case of bearer Shares, the bearer share certificate or certificates representing such Shares shall be cancelled.

(2) 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 Share Class as at the Valuation Date specified by the Board for the redemption of Shares in the Company, immediately preceding the date of the purchase notice or immediately following the surrender of the certificates specified in the purchase notice, whichever is earlier, all in accordance with Article 8, less any service charge provided therein.

(3) Payment of the purchase price will be made available to the former owner of such Shares normally in the currency fixed by the Board for the payment of the redemption price of the Shares of the relevant Share Class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the purchase price following surrender of the certificates specified in the purchase notice and unmatured dividend coupons attached thereto.

Upon service of the purchase notice as aforesaid such former owner shall have no further interest in such Shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the purchase price (without interest) from such bank following surrender of the certificates specified in the purchase notice. Any funds receivable by a Shareholder under this paragraph, but not collected within a period of five years from the date specified in the purchase notice, may not thereafter be claimed and shall revert to the Sub-Fund that comprises the relevant Class or Classes of shares. The Board shall have power from time to time to take all steps necessary to perfect such reversion and to authorize such action on behalf of the Company.

(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. The Board has further the right to compulsorily redeem part or all of the Share(s) held by a Shareholder who engages or envisages to engage in market timing, late trading or similar activities. The provisions of the previous paragraphs apply mutatis mutandis and may be further specified in the sales documents.

Art. 11. Calculation of Net Asset Value per Share. The Net Asset Value per Share of each Class of Shares shall be expressed in the Reference Currency of the relevant Share Class and shall be determined as of each Valuation Date by dividing the net assets of the Company attributable to each Share Class, being the value of the portion of assets attributable to such Share Class less the portion of liabilities attributable to such Share Class, calculated at such time as the Board shall have set for such purpose, by the total number of Shares in the relevant Share Class then outstanding, in accordance with the valuation rules set forth below. The Net Asset Value per Share may be rounded up or down to the nearest unit of the Reference Currency as the Board shall determine. The Net Asset Value per Share of each Class of Shares as at each Valuation Date, as described in Article 12, will be calculated and available in Luxembourg at a frequency determined by the Board from time to time.

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

I. The assets of the Company shall be deemed to include (without limitation):

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

2) all bills and demand notes payable and accounts receivable, including proceeds of securities sold but not delivered;

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

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

5) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such asset;

6) the liquidation value of all forward contracts and all call or put options the Company has an open position in;

7) the preliminary expenses of the Company insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Company; and

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

The value of such assets shall be determined as follows:

(a) Securities and/ or units or shares which are officially listed on a stock exchange or dealt in on another Regulated Market will be valued on the basis of the last available trading price.

(b) Securities and Money Market Instruments, which are not officially listed on a stock exchange nor dealt in on another Regulated Market, will be valued at the last available trading price or at the last available closing price, provided the Company, at the time of valuation, considers this price to be the best price at which the securities can be sold.

c) Securities whose price is not a fair market price or is not available pursuant to a) and b), as well as and all other assets shall be valued at their probable realization value, which shall be determined prudently and in good faith.

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

(e) The liquidating value of futures, forward or options contracts not dealt on a stock exchange or in another Regulated Market shall mean their net liquidating value as determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different type of contract. The liquidating value of futures, forward or options contracts dealt in on a stock exchange or another Regulated Market shall be based upon the last available settlement prices of these contracts on such Regulated Markets on which the particular futures, forward or options contracts are dealt in by the relevant Sub-Fund; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board may deem fair and reasonable.

(f) Swaps will be valued at their specific market value after considering the development of the relevant underlying asset.

(g) Any assets not denominated in the Sub-Fund's Reference Currency shall be translated into the Sub-Fund's Reference Currency at the last available reference exchange rate as quoted on the inter-bank market. If such rates are not available, the exchange rate shall be determined in good faith by the Company.

(h) Commodity futures contracts, like other forward transactions trading on organized markets, shall be valued at the last available price or are valued on the basis of dealer-supplied quotations or by a pricing service approved by the Board.

(i) All other securities and other assets, including debt securities and securities for which no market quotation is available, are valued on the basis of dealer-supplied quotations or by a pricing service approved by the Board or, to the extent such prices are not deemed to be representative of market values, such securities and other assets shall be valued at fair market value as determined in good faith pursuant to procedures established by the Board.

If a Sub-Fund has more than one Share Class in issue, the Net Asset Value for each Share Class shall be calculated by dividing the portion of the Net Asset Value of the relevant Sub-Fund attributable to a particular Share Class by the number of Shares of such Share Class in the relevant Sub-Fund which are in issue at the close of business in Luxembourg as of such Valuation Date, including Shares in relation to which a Shareholder has requested redemption on such Valuation Date. In allocating assets and liabilities of the Company between Sub-Funds and within each Sub-Fund between the different Share Classes, subscriptions, redemptions, investments, profits and losses that relate to a specific Sub-Fund or Share Class will be attributed to such Sub-Fund and, within the Sub-Fund, to the relevant Share Class. Where assets, income, capital appreciations, liabilities, expenses or capital depreciations relate to more than one Sub-Fund or within a Sub-Fund to more than one Share Class, they shall be attributed to each Sub-Fund or Share Classes, as the case may be, in proportion to the extent to which they are attributable to each such Sub-Fund or each such Share Class. Where assets, income, capital appreciations, liabilities, expenses or capital depreciations cannot be attributed to a particular Sub-Fund or Share Class, they shall be attributed in proportion to the relative Net Asset Values of the Sub-Funds or Share Classes as the Directors, in their sole discretion, determine is the most appropriate method of attribution.

The Board, in its discretion, may permit some other methods of valuation to be used if it considers that such valuation better reflects the fair value of any asset or liability of the SICAV and/ or its Sub-Funds in compliance with Luxembourg laws. This method will then be applied in a consistent way. Such deviations as approved by the SICAV can be relied upon for the purpose of the Net Asset Value calculation.

The total Net Asset Value of the SICAV is equal to the sum of the net assets of the various activated Sub-Funds converted into USD at the rates of exchange prevailing in Luxembourg on the relevant Valuation Day.

II. The liabilities of the Company shall include (without limitation):

1. All borrowings, bills matured and accounts due.

2. All liabilities known, whether matured or not, including all matured contractual obligations that involve payments in cash or in kind, including the amount of dividends declared by the Company but not yet paid.

3. All reserves, authorised or approved by the Board, in particular those that have been built up to reflect a possible depreciation on some of the Company's assets.

4. Any other commitments of the Company, except those represented by the Company's own resources. When valuing the amount of such other liabilities, all expenses to be borne by the Company must be taken into account and include, with no limitation:

(a) upfront costs, including the cost of drawing up and printing the Prospectus, notarial fees, fees for registration with administrative and stock exchange authorities, marketing expenses and any other costs relating to the incorporation and launch of the Company and the Sub-Funds and to the registration of the Company and the Sub-Funds in other countries, and expenses related to subsequent amendments to the Articles;

(b) the fees and/or expenses of the Investment Manager of the Company, the investment advisor, the Custodian of the Company, including any correspondents (clearing system or bank) of the Custodian to whom custody of the assets of the Company is entrusted, the Management Company, the Domiciliary Agent and all other agents of the Company as well as the sales agent(s) under the terms of any agreements with the Company;

(c) legal expenses and annual audit fees incurred by the Company;

(d) advertising, distribution and translation costs;

(e) printing costs, translation (if necessary), publication and distribution of the half-yearly report and accounts, the certified annual accounts and reports and all expenses incurred in respect of the Prospectus and publications in the financial press;

(f) costs incurred by meetings of Shareholders and meetings of the Board;

(g) attendance fees (where applicable) for the Directors and reimbursement to the Board of their reasonable travelling expenses, hotel and other disbursements inherent in attending meetings of Board or general meetings of Shareholders of the Company; expenses (including insurance costs) incurred by the Board in the performance of their duties;

(h) fees and expenses incurred in respect of the registration and maintenance of the registration of the Company and/or each Sub- Fund with the public authorities or stock exchanges in order to license product selling or trading irrespective of jurisdiction;

(i) all taxes and duties levied by public authorities and stock exchanges;

(j) all other operating expenses, including licensing fees due for utilization of stock indices and financing, banking and brokerage fees incurred owing to the purchase or sale of assets or by any other means;

(k) all other administrative expenses.

All recurring charges will be charged first against income, then against capital gains and then against assets.

III. The Company will establish a separate pool of assets and liabilities in respect of each Sub-Fund and the assets and liabilities shall be allocated in the following manner:

(a) If a Sub-Fund issues Shares of two or more Classes, the assets attributable to such Share Classes shall be invested in common pursuant to the specific investment objective, policy and restrictions of the Sub-Fund concerned.

(b) Within any Sub-Fund, the Board may determine to issue Classes of Shares subject to different terms and conditions, including, without limitation, Classes of Shares subject to (i) a specific distribution policy entitling the holders thereof to dividends or to distributions, (ii) specific subscription and redemption charges, (iii) a specific fee structure and/or (iv) other distinct features.

(c) The net proceeds from the issue of Shares of a Share Class are to be applied in the books of the Company to that Classes of Shares and the assets and liabilities and income and expenditure attributable thereto are applied to such Classes of Shares subject to the provisions set forth below.

(d) Where any income or asset is derived from another asset, such income or asset is applied in the books of the Company to the same Sub-Fund or Share Class as the asset from which it was derived and on each revaluation of an asset, the increase or decrease in value is applied to the relevant Sub-Fund or Share Class.

(e) Where the Company incurs a liability which relates to any asset of a particular Sub-Fund or Share Class or to any action taken in connection with an asset of a particular Sub-Fund or Share Class, such liability is allocated to the relevant Sub-Fund or Share Class.

(f) If any asset or liability of the Company cannot be considered as being attributable to a particular Sub-Fund or Share Class, such asset or liability will be allocated to all the Sub-Funds or Share Classes pro rata to their respective net asset values, or in such other manner as the Board, acting in good faith, may decide.

(g) Upon the payment of distributions to the holders of any Class of Shares, the net asset value of such Class of Shares shall be reduced by the amount of such distributions.

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

If there have been created within the same Sub-Fund one or more Classes of Shares, the allocation rules set forth above shall apply, as appropriate, to such Classes of Shares.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the net asset value taken by the Board or by any bank, company or other organization which the Board may appoint for the purpose of calculating the net asset value, shall be final and binding on the Company and present, past or future Shareholders.

IV. For the purpose of this Article:

1) Shares of the Company to be redeemed under Article 8 shall be treated as existing and taken into account until immediately after the time specified by the Board on the Valuation Date on which such valuation is made and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company.

2) Shares to be issued by the Company shall be treated as being in issuance as from the time specified by the Board on the Valuation Date on which such valuation is made and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company.

3) All investments, cash balances and other assets expressed in currencies other than the Reference Currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Values of Shares.

4) Where on any Valuation Date the Company has contracted to:

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

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company; provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Date, then its value shall be estimated by the Company in good faith.

Art. 12. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share for the Issuance, Redemption and Conversion of Shares. With respect to each Class of Shares, the Net Asset Value per Share and the price for the issuance, redemption and conversion of Shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least once a month at a frequency determined by the Board, such date or time of calculation being referred to herein as the "Valuation Day".

The Board is authorised to temporarily suspend the calculation of the Net Asset Value of Shares, as well as the issue, redemption and conversion of Shares in one or more Sub-Funds in the following cases:

a) during any period when any market or stock exchange which is the principal market or stock exchange on which a substantial portion of the investments of one or more Sub-Funds is listed is closed, other than for ordinary holidays, or during which dealings are considerably restricted or suspended;

b) when for any other exceptional circumstance the price of any investments owned by the Company attributable to any Sub-Fund cannot promptly or accurately be ascertained;

c) when the means of communication normally used to calculate the value of assets in one or more Sub-Funds are suspended or when, for any reason whatsoever, the value of an investment in one or more Sub-Funds cannot be calculated with the desired speed and precision;

d) when restrictions on exchange or the transfer of capital prevent the execution of dealings for one or more Sub-Funds or when buying and selling transactions on their behalf cannot be executed at normal exchange rates;

e) when factors which depend, among other things, on the political, economical, military and monetary situation and which evade the control, responsibility and means of action of the Company, prevent the Company from having access to the assets in one or more Sub-Funds and from calculating their Net Asset Values in a normal or reasonable manner;

f) when the Company or any of the Sub-Funds is/are in the process of establishing exchange parities in the context of a merger, a contribution of assets, an asset or share split or any other restructuring transaction;

g) when there is a suspension of redemption or withdrawal rights by several investment funds in which the Company or the relevant Sub¬Fund is invested;

h) in exceptional circumstances, whenever the Board 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.

When exceptional circumstances might adversely affect Shareholders' interests or in the case that significant requests for subscription, redemption or conversion are received, the Board reserves the right to set the value of Shares in one or more Sub-Funds only after having sold the necessary securities, as soon as possible, on behalf of the Sub-Fund(s) concerned. In this case, subscriptions, redemptions and conversions that are simultaneously in the process of execution will be treated on the basis of a single net asset value in order to ensure that all Shareholders having presented requests for subscription, redemption or conversion are treated equally.

If any application for redemption or conversion is received in respect of any relevant Valuation Day (the "First Valuation Day") which either alone or when aggregated with other applications so received, is above the liquidity threshold determined by the Board for the relevant Sub-Fund, the Board reserves the right in its sole and absolute discretion and in the best interests of the remaining Shareholders to scale down pro rata each application with respect to such First Valuation Day so that no more than the corresponding amounts be redeemed or converted on such First Valuation Day. To the extent that any application is not given full effect on such First Valuation Day by virtue of the exercise of the power to pro-rate applications, it shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the Shareholder in respect of the next Valuation Day and, if necessary, subsequent Valuation Days, until such application shall have been satisfied in full. With regard to any application received in respect of the First Valuation Day, to the extent that subsequent applications shall be received in respect of following Valuation Days, such later applications shall be postponed in priority to the satisfaction of applications relating to the First Valuation Day, but subject thereto shall be dealt with as set out in the preceding sentence.

The suspension of the calculation of the net asset value and/or where applicable, of the subscription, redemption and/or conversion of Shares shall be notified to the relevant persons through all means reasonably available to the Company, unless the Board is of the opinion that a publication is not necessary considering the short period of the suspension.

Any such suspension of the calculation of the net asset value shall be notified to the subscribers and Shareholders requesting redemption or conversion of their Shares on receipt of their request for subscription, redemption or conversion.

Subscriptions and requests for redemption and conversion still outstanding may be withdrawn by written notification as long as such notification is received by the Company before the suspension ends.

Suspended subscriptions, redemptions and conversions will be taken into account on the first Valuation Date after the suspension ends.

The suspension measures provided for in this Article may be limited to one or more Sub-Funds and/or Class(es) of Shares.

Title III. Administration and Supervision

Art. 13. Directors. The Company shall be managed by a board of directors (in these Articles, the "Directors" or the "Board") 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 (6) years. The Directors shall be elected by the Shareholders at a general meeting of Shareholders; the latter shall further determine the number of Directors, their remuneration and the term of their office.

Directors shall be elected by the majority of the votes of the Shares present or represented.

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

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

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.

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

The Chairman shall preside at the meetings of the Directors and of the Shareholders. In his absence, the Shareholders or the Board 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.

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

Written notice of any meeting of the Board shall be given to all Directors at least twenty-four hours prior to the date set for such meeting by facsimile or by electronic mail (without electronic signature), 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 facsimile or by any other means of communication, a copy being sufficient. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board.

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

In the event that in any meeting the number of votes for and against a resolution shall be equal, the Chairman shall have a casting vote.

Any Director may participate in a meeting of the Board by conference call or video-conference or by any other similar means of communication allowing all the persons taking part in the meeting to hear one another on a continuous basis and allowing an effective participation of all such persons in the meeting. Participating in a meeting by such means shall constitute presence in person at such meeting.

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

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

Resolutions of the Board 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.

Resolutions are taken by a majority vote of the Directors present or represented.

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, by telegram, telex, telefax or any other similar means of communication. Such approval may appear on a single document or multiple copies of an identical resolution and all documents shall form the record that proves that such decision has been taken. All documents shall constitute evidence that such decision has been taken.

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

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

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

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

The Board may also confer special powers of attorney by notarial or private proxy.

Art. 18. Investment Policies and Restrictions. The Board has the power to determine the investment policies and strategies of the Company, based upon the principle of risk spreading, 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 in compliance with applicable laws and regulations.

In compliance with the requirements set forth by the 2010 Law and as detailed in the sales documents for the Shares of the Company, in particular as to the type of markets on which the assets may be purchased or the status of the issuer or of the counterparty, each Sub-Fund may invest in:

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

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

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

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

- deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than 397 days;

- financial derivatives instruments;

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

- In accordance with the principle of risk spreading, the Company is authorised to invest up to 100% of the net assets attributable to each Sub-Fund in transferable securities or Money Market Instruments issued or guaranteed by a Member State of the EU, by its local authorities, another Member State of the Organisation for Economic Cooperation and

Development ("OECD") or by a public international body of which one or more Member State(s) of the EU are member (s) being provided that if the Company uses the possibility described above, it shall hold, on behalf of each relevant Sub-Fund, securities belonging to six different issues at least. The securities belonging to one issue cannot exceed 30% of the total net assets attributable to that Sub-Fund.

The Board, acting in the best interest of the Company, may decide, in the manner described in the sales documents for the Shares of the Company, that (i) all or part of the assets of the Company or of any Sub-Fund be co-managed on a segregated basis with other assets held by other undertakings for collective investment and/or their sub-funds, or that (ii) all or part of the assets of two or more Sub-Funds of the Company be co-managed amongst themselves on a segregated or on a pooled basis.

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

The Company is authorized (i) to employ techniques and instruments relating to transferable securities and Money Market Instruments as further provided for in the Prospectus.

The Board may decide that investments be made in shares or units of a master fund qualified as a UCITS. The Board may decide that a Sub-Fund qualifies as feeder UCITS within the meaning of Article 77(1) of the 2010 Law and in compliance with the 2010 Law and applicable regulations.

In addition, a Sub-Fund may subscribe, acquire and/or hold Shares of one or more Sub-Funds of the Company ("Target Funds") provided that:

- the Target Fund does not, in turn, invest in the Sub-Fund invested in such Target Fund;

- the Target Fund may not, according to its investment policy, invest more than 10% of its net assets in units of other Target Funds of the same UCI;

- voting rights, attaching to the Shares of the Target Fund are suspended for as long as they are held by the Sub-Fund;

- in any event, for as long as the Shares of the Target Fund are held by the Sub-Fund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purpose of verifying the minimum threshold of the net assets imposed by the Law;

- there is no duplication of management/subscription or repurchase fees between those at the level of the Sub-Fund having invested in the Target Fund and such Target Fund.

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

Art. 20. Conflicts of Interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or Officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any Director or Officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or Officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such Director or Officer shall make known to the Board such opposite interest and shall not consider nor vote on any such transaction, and such transaction and such Director's or Officer's interest therein shall be reported to the next following general meeting of Shareholders.

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

Art. 21. Auditors. The accounting data related to the annual report of the Company shall be examined by an independent auditor ("réviseur d'entreprises agréé") appointed by the general meeting of Shareholders and remunerated by the Company.

The independent auditor shall fulfill all duties prescribed by the 2010 Law.

Title IV. General meetings - Accounting year - Distributions

Art. 22. General Meetings of Shareholders of the Company. The general meeting of Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all the Shareholders regardless of the Classes of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

If the Company only has one single Shareholder, such Shareholder shall exercise the powers of the general meeting of Shareholders.

The general meeting of Shareholders shall meet upon call by the Board. It must be convened within one month following the written request of Shareholders representing at least ten per cent (10%) of the Company's share capital.

Shareholders representing at least ten per cent (10%) of the Company's 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) days before the date of the meeting.

The annual meeting shall be held in accordance with Luxembourg law at the registered office of the Company, on the first Wednesday of the month of February each year at 2:00 p.m. (CET).

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

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

The Company is not required to send the annual accounts, the report of the independent auditor and the management report to the Shareholders at the same time as the convening notice to the annual general meeting. Shareholders shall meet upon call by the Board pursuant to a notice setting forth the agenda, time and place of the meeting, the applicable quorum and the majority requirements, sent at least eight days prior to the meeting to each registered Shareholder at the Shareholder's address in the register of Shareholders. The giving of such notice to registered Shareholders need not be justified to the meeting. Notices of all general meetings will be published in the Mémorial, in Luxembourg newspaper (s) and in other newspaper(s) as the Board may decide, for Shareholders who hold bearer Shares, if any, to the extent required by Luxembourg law.

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

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

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

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

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

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

Each whole Share of whatever Share Class is entitled to one vote, in compliance with Luxembourg law and these Articles. A Shareholder may act at any meeting of Shareholders by giving a proxy in writing, by facsimile or by any other means of communication, a copy being sufficient, to another person, who need not be a Shareholder and who may be a Director.

The quorum requirements are those provided for under Luxembourg law and regulations.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority of the votes validly cast, unless the item to be resolved upon relates to an amendment of the Articles, in which case the resolution will be passed in accordance with Article 30 thereof.

Art. 23. General Meetings of Shareholders in a Sub-Fund. The shareholders of the Class or Classes of Shares issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

The provisions of Article 22 shall apply to such general meetings.

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

Unless otherwise provided for by law or herein, resolutions of the general meeting of Shareholders of a Sub-Fund are passed by a simple majority vote of the Shareholders present or represented.

Any resolution of the general meeting of Shareholders of the Company, affecting the rights of the holders of Shares of any Sub-Fund or Share Class vis-à-vis the rights of the holders of Shares of any other Sub-Fund or Share Class or Classes, shall be subject to a resolution both of all the Shareholders of the Company and of the Shareholders of such Sub-Fund or Share Class or Classes in compliance with Article 68 of the 1915 Law.

Art. 24. Merger or Liquidation of Sub-Funds. In the event that for any reason the value of the assets in any Sub-Fund has decreased to an amount determined by the Board to be the minimum level for such Sub-Fund to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economy rationalization, the Directors may decide on a forced redemption of the remaining Shares in the Sub-Fund concerned without the Shareholders' approval being necessary. The said redemption will be effected on the basis of the Net Asset Value per Share calculated after all the assets attributable to this Sub-Fund have been sold.

The Company shall serve a written notice to the holders of the relevant Shares prior to the effective date of the compulsory redemption, which will indicate the reasons for, and the procedure of the redemption operations. Holders of registered Shares shall be notified in writing. The Company shall inform holders of bearer Shares (if any) by publication of a notice in newspapers to be determined by the Board, unless such Shareholders and their addresses are known to the Company. Unless it is otherwise decided in the interests of the Shareholders, or to keep equal treatment between the Shareholders, the Shareholders of the Sub-Fund concerned may continue to request redemption or conversion of their Shares free of charge, but taking into account actual realization price of investments and realization expenses, prior to the effective date of the compulsory redemption.

Notwithstanding the powers conferred to the Board by the preceding paragraph, a general meeting of Shareholders of any Sub-Fund may, upon proposal from the Board, redeem all the Shares of such Sub-Fund and refund to the Shareholders the Net Asset Value of their Shares, taking into account actual realization price of investments and realization expenses, calculated on the Valuation Day on which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders at which resolutions shall be adopted by simple majority of the votes validly cast, if such decision does not result in the liquidation of the Company.

Assets which may not be distributed to their beneficiaries upon the close of the liquidation period will be deposited in escrow with the Luxembourg Caisse de Consignation on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled.

Under the circumstances provided in the first paragraph of this Article, the Board may decide to allocate the assets of any Sub-Fund to those of another existing Sub-Fund within the Company or to another undertaking for collective investment organized under or the 2010 Law, the 2007 Law (if possible) or to another Class of Shares within such other undertaking for collective investment (the "new Sub-Fund") and to re¬designate the Shares of the Sub-Fund concerned as Shares of the new Sub-Fund, following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders. Such decision will be published in the same manner as described in the second paragraph of this Article and, in addition, the publication will contain information in relation to the new Sub-Fund, one month before the date on which the decision of the merger shall bind the Shareholders who have not requested redemption or conversion of their Shares, free of charge, during such period.

Notwithstanding the powers conferred to the Board by the preceding paragraph, a contribution of the assets and liabilities attributable to any Sub-Fund to another Sub-Fund of the Company may be decided upon by a general meeting of the Shareholders of the contributing Sub-Fund for which there shall be no quorum requirements and which will decide upon such an merger by resolution taken by simple majority of the votes validly cast, if the merger does not result in the liquidation of the Company. Shareholders of the contributing Sub-Fund must be granted a period of one month before the date on which the decision of the merger will bind the Shareholders who have not requested redemption or conversion of their Shares, free of charge.

A contribution of the assets and liabilities attributable to any Sub-Fund to another undertaking for collective investment or to another Class of Shares within such other undertaking for collective investment to be decided by a general meeting of Shareholders shall require a resolution of the Shareholders of the contributing Sub-Fund where no quorum is required and adopted at a simple majority of the votes validly cast at such meeting, except when such merger is to be implemented with a Luxembourg undertaking for collective investment of the contractual type ("fonds commun de placement") or a foreign based undertaking for collective investment, in which case resolutions shall be binding only on the Shareholders of the contributing Sub-Fund who have voted in favour of such merger.

Art. 25. Accounting Year. The accounting year of the Company shall run from the 1 st of October of each year until the 30 th of September of the next year.

Art. 26. Distributions. The general meeting of Shareholders of the Share Class or Classes issued in respect of any Sub-Fund shall, upon proposal from the Board and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorize the Board to declare, distributions.

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

Dividends will be credited to registered Shareholders by bank transfer or paid by issuing a dividend cheque. Payments of distributions to holders of bearer Shares shall be made upon presentation of the dividend coupon to the agent or agents therefore designated by the Company.

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

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

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

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

Title V. Final provisions

Art. 27. Custodian. If and as required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of April 5, 1993, on the financial sector as amended and/or replaced from time to time (herein referred to as the "Custodian").

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

The Custodian may not be removed by the Company unless a new Custodian is appointed and the duties of the Custodian shall continue thereafter for such period as may be necessary to allow the transfer of all assets of the Company to the succeeding Custodian.

Art. 28. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements referred to in Article 30.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5, the question of the dissolution of the Company shall be referred to the general meeting by the Board. The general meeting, for which no quorum shall be required, shall decide by simple majority of the shares represented at the meeting.

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

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

Art. 29. Liquidation. Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, duly approved by the CSSF and appointed by the general meeting of Shareholders which shall determine their powers and their compensation.

Art. 30. Amendments to the Articles of Incorporation. These Articles may be amended by a general meeting of Shareholders subject to the quorum and majority requirements provided by the 1915 Law.

Art. 31. 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.

Any reference in these Articles of Incorporation to "Sub-Fund" may also be to "Share Classes", and vice-versa, if the context so requires.

Art. 32. Applicable Law. All matters not governed by these Articles shall be determined in accordance with the 1915 Law and the 2010 Law.

Art. 33. Transitory Dispositions. The first financial year will begin on the date of the formation of the Company and will end on 30 th September 2014.

Subscription and Payment

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

Subscriber	Number of Shares	Subscription price per share
Oppenheim Asset Management Services S.à r.l	410	100 USD

All these Shares have been entirely paid up by payments in cash, so that the sum of forty thousand one hundred USD (USD 41,000) is forthwith at the free disposal of the Company, as has been proved to the notary.

Statement

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

Expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the appearing party as a result of its formation are estimated at approximately Euro 3.000.-.

Extraordinary general meeting

The single Shareholder, representing the entire subscribed capital, has taken the following resolutions:

First resolution

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

1) Max von Frantzius - Chairman, residing professionally in Luxembourg

2) Thomas Albert - Board Member, residing professionally in Luxembourg

3) Thomas Festerling - Board Member, residing professionally in Frankfurt am Main

Second resolution

The registered office of the Company is fixed at 4, rue Jean Monnet, L-2180 Luxembourg.

Third resolution

The following entity is elected as independent auditor for a period ending with the next annual general meeting of Shareholders:

KPMG Luxembourg S.à r.l., 9, allée Scheffer, L-2520 Luxembourg, R.C.S. Luxembourg B 149 133.

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

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

The document having been read to the appearing person, after production of her ID card to the notary, the said person appearing signed together with us, the notary, this original deed.

Signé: S. EBERT, C. DELVAUX.

Enregistré à Redange/Attert, le 08 juillet 2013. Relation: RED/2013/1129. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): T. KIRSCH.

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

Redange-sur-Attert, le 08 juillet 2013. Me Cosita DELVAUX.

Référence de publication: 2013093199/904.

(130114537) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 juillet 2013.

Amundi Absolute Return Harmony, Société d'Investissement à Capital Variable,
(anc. Green Way Arbitrage).

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

R.C.S. Luxembourg B 48.008.

In the year two thousand thirteen, on the twenty-eighth day of June.

Before Maître Paul DECKER, notary residing in Luxembourg.

Was held an Extraordinary General Meeting of Shareholders (the "Meeting") of "Green Way Arbitrage" (the «Company»), a Société d'Investissement à Capital Variable with its registered office at L-2520 Luxembourg, 5, allée Scheffer, incorporated by a deed of Maître Reginald NEUMAN, notary then residing in Luxembourg, on June 22 nd , 1994, published in the Mémorial, Recueil des Sociétés et Associations (the «Mémorial») of July 26 th , 1994, number 285,

registered with the Trade and Companies Register in Luxembourg under section B number 48.008.

The Meeting was opened at 11:00 a.m. with Mrs Alexandra SCHMITT, employee, residing professionally in Luxembourg, as chairman of the Meeting.

The chairman appointed as secretary Mrs Laetitia BOEUF, employee, residing professionally in Luxembourg.

The Meeting elected as scrutineer Mrs Lisa SOLD, employee, residing professionally in Luxembourg.

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

I.- That the Agenda of the Meeting is the following:

Agenda:

1. Change of the name of the Company into "Amundi Absolute Return Harmony" and subsequent amendment of Article 1 of the articles of association of the Company (the "Articles"), to read as follows:

"There exists among the existing shareholders and those who may become owners of shares in the future, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of "Amundi Absolute Return Harmony" (hereinafter the "Company").".

2. Clarification of the power of the board of directors of the Company to amend the rights attached to any class of shares and subsequent insertion of a new paragraph 3 in Article 5 of the Articles to read as follows:

"In the event that for any reason the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such class of shares, to be operated in an economically efficient manner or as a matter of economic rationalisation, the board of directors may decide to amend the rights attached to any class of shares so as to include them in any other existing class of shares and redesignate the shares of the class or classes concerned as shares of another class. Such decision will be subject to the right of the relevant shareholders to request, without any charges, the redemption of their shares or, where possible, the conversion of those shares into shares of other classes within the same Sub-Fund or into shares of same or other classes within another Sub-Fund".

3. Replacement of any reference to the law of 20 December 2002 on undertakings for collective investment (the "2002 Law") to a reference to the law of 17 December 2010 on undertakings for collective investment, as amended (the "2010 Law") as a result of the repeal of the 2002 Law by the 2010 Law, and subsequent amendment of the second paragraph of Article 4, the current third paragraph of Article 5, the second paragraph of Article 21, the sixth paragraph of Article 24, the second paragraph of Article 27 and Article 32.

4. Change of denomination of Article 24 from "Article 24.-Closing and Merger of Sub-Funds or classes of shares" into "Article 24.- Closing of Sub-Funds or classes of shares and Merger of Sub-Funds" for clarification purposes.

5. Clerical changes.

6. Miscellaneous.

II. That the shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list signed by the proxies of the represented shareholders and by the bureau of the Meeting will remain annexed to the present deed to be filed at the same time with the registration authorities and the proxies will be kept at the registered office of the Company.

III. A first Extraordinary General Meeting of the Company held on May 23 rd , 2013, to deliberate on the same agenda as reproduced below. Only 19,778.7580 shares in the 100,506.5404 shares were represented at such meeting, the meeting was adjourned and decided to meet again in this day.

IV. This meeting has been convened by notices containing the agenda sent to each of the shareholders registered in the shareholders' register and published on May 29 th , 2013 and June 13 th , 2013.

V. That it appears from the attendance list mentioned that out of outstanding shares, 19,638.758 shares are duly present or represented at the present Extraordinary General Meeting. In consideration of the agenda and of the provisions of Article 67 and 67-1 of the law on commercial companies, the meeting is validly constituted and therefore entitled to decide on the items of the agenda.

After deliberation, the Meeting took the following resolutions by more than two-third majority votes cast, as detailed in the attendance list:

First resolution:

The general meeting changes the name of the Company into "Amundi Absolute Return Harmony" and subsequent amendment of Article 1 of the articles of association of the Company (the "Articles"), to read as follows:

"There exists among the existing shareholders and those who may become owners of shares in the future, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of "Amundi Absolute Return Harmony" (hereinafter the "Company").".

Second resolution:

The general meeting clarifies the power of the board of directors of the Company to amend the rights attached to any class of shares and subsequent insertion of a new paragraph 3 in Article 5 of the Articles to read as follows:

"In the event that for any reason the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such class of shares, to be operated in an economically efficient manner or as a matter of economic rationalisation, the board of directors may decide to amend the rights attached to any class of shares so as to include them in any other existing class of shares and redesignate the shares of the class or classes concerned as shares of another class. Such decision will be subject to the right of the relevant shareholders to request, without any charges, the redemption of their shares or, where possible, the conversion of those shares into shares of other classes within the same Sub-Fund or into shares of same or other classes within another Sub-Fund".

Third resolution:

The general meeting replaces any reference to the law of 20 December 2002 on undertakings for collective investment (the "2002 Law") to a reference to the law of 17 December 2010 on undertakings for collective investment, as amended (the "2010 Law") as a result of the repeal of the 2002 Law by the 2010 Law, and subsequent amendment of the second paragraph of Article 4, the current third paragraph of Article 5, the second paragraph of Article 21, the sixth paragraph of Article 24, the second paragraph of Article 27 and Article 32.

Fourth resolution:

The general meeting changes the denomination of Article 24 from "Article 24.- Closing and Merger of Sub-Funds or classes of shares" into "Article 24.- Closing of Sub-Funds or classes of shares and Merger of Sub-Funds" for clarification purposes.

The general meeting decides to make various amendments and clerical changes to the article for consistency and clarity purposes.

The Meeting is thereupon closed at noon.

Costs

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

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

The document having been read to the Meeting, the members of the board of the Meeting, all of whom are known to the notary by their names, surnames, civil status and residences, signed together with us, the notary, the present original deed.

Signé: A. SCHMITT, L. BOEUF, L.SOLD, P.DECKER.

Enregistré à Luxembourg A.C., le 03/07/2013. Relation: LAC/2013/30802. Reçu 75.-€ (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

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

Luxembourg, le 10 juillet 2013.

Référence de publication: 2013095073/103.

(130115645) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juillet 2013.

Assurances Schmit Andre s.à r.l., Société à responsabilité limitée.

Siège social: L-9124 Schieren, 28, rue Lehberg.

R.C.S. Luxembourg B 178.510.

STATUTS

L'an deux mil treize, le vingt-cinq juin,

Pardevant Maître Camille MINES, notaire de résidence à Capellen,

Ont comparu:

Madame Maryse SCHAUL, conjoint aidant, née à Ettelbrück le 27 avril 1959, demeurant à L-9124 Schieren, 28, rue Lehberg, et

Monsieur André SCHMIT, salarié, né à Ettelbrück, le 13 décembre 1951, demeurant à L-9124 Schieren, 28, rue Lehberg,

Madame SCHAUL étant ici représentée par son époux Monsieur SCHMIT en vertu d'une procuration sous seing privé, laquelle après avoir été signée ne varietur par le notaire et le comparant, restera annexée aux présentes avec lesquelles elle sera enregistrée.

Lesquels comparants ont arrêté ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'ils constituent entre eux:

Art. 1 er . Il est formé par les présentes une société à responsabilité limitée sous la dénomination de «ASSURANCES SCHMIT ANDRE s.à r.l.»

Art. 2. Le siège social est établi dans la Commune de Schieren. Il pourra être transféré en tout autre endroit dans le Grand-Duché de Luxembourg.

La durée de la société est illimitée.

Art. 3. La société a pour objet l'exploitation d'une agence d'assurances par l'intermédiaire de personnes physiques dûment agréées. La société est autorisée à contracter des emprunts pour son propre compte et à accorder tous cautionnements ou garanties.

La société pourra effectuer toutes activités et opérations commerciales, industrielles, financières, mobilières, immobilières ou autres se rattachant directement ou indirectement à son objet social ou susceptibles d'en favoriser la réalisation. Elle pourra aussi mettre à disposition des administrateurs, des directeurs ou des dirigeants dûment agréés par les autorités de contrôle et un support à des sociétés ou organismes de placements collectifs de droit Luxembourgeois ou étrangers.

Art. 4. Le capital social est fixé à douze mille cinq cents Euros (Eur 12.500,-) divisé en cent vingt-cinq (125) parts sociales de cent Euros (Eur 100,-) chacune.

Chaque part donne droit à une part proportionnelle dans la distribution des bénéfices ainsi que dans le partage de l'actif net en cas de dissolution.

Art. 5. Les parts sont librement cessibles entre associés, mais elles ne peuvent être cédées entre vifs ou pour cause de mort à des non-associés qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social restant. Pour le surplus, il est fait référence aux dispositions des articles 189 et 190 de la loi coordonnée sur les sociétés commerciales.

Lors d'une cession, la valeur des parts est déterminée d'un commun accord entre les parties.

Par ailleurs, les relations entre associés et/ou les relations entre les associés et des personnes physiques ou morales bien déterminées pourront faire l'objet d'un contrat d'association ou de partenariat sous seing privé.

Un tel contrat, par le seul fait de sa signature, aura inter partes la même valeur probante et contraignante que les présents statuts.

Un tel contrat sera opposable à la société après qu'il lui aura dûment été signifié, mais il ne saurait avoir d'effet vis-à-vis des tiers qu'après avoir été dûment publié.

Art. 6. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne met pas fin à la société.

Art. 7. Les créanciers, ayants-droit ou héritiers ne pourront pour quelque motif que ce soit faire apposer des scellés sur les biens et documents de la société, ni s'immiscer en aucune manière dans les actes de son administration; pour faire valoir leurs droits, ils devront s'en rapporter aux inventaires de la société et aux décisions des assemblées générales.

Art. 8. La société sera gérée par un ou plusieurs gérants nommés et révocables par l'Assemblée générale.

Les gérants peuvent déléguer tout ou partie de leurs pouvoirs sous réserve de l'accord de l'Assemblée Générale.

Art. 9. Chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède. Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Art. 10. Les décisions collectives ne sont valablement prises que pour autant qu'elles sont adoptées par les associés représentant plus de la moitié du capital social.

Les décisions collectives ayant pour objet une modification aux statuts doivent réunir les voix des associés représentant les 3/4 du capital social.

Art. 11. Les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 12. L'exercice social commence le premier janvier et finit le trente et un décembre.

Chaque année le trente et un décembre les comptes annuels sont arrêtés et la gérance dresse l'inventaire comprenant les pièces comptables exigées par la loi.

Art. 13. Sur le bénéfice net de la société, il est prélevé cinq pour cent (5%) pour la constitution du fonds de réserve légal jusqu'à ce que celui-ci ait atteint le dixième du capital social.

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

Art. 14. En cas de dissolution de la société, la liquidation sera faite par le ou les gérants, sinon par un ou plusieurs liquidateurs, associés ou non, désignés par l'assemblée des associés à la majorité fixée par l'article 142 de la loi du 10 août 1915 et de ses lois modificatives, ou à défaut par ordonnance du Président du Tribunal de Commerce compétent statuant sur requête de tout intéressé.

Art. 15. Pour tous les points non prévus expressément dans les présents statuts, les parties se réfèrent aux dispositions légales.

Frais:

Le montant des charges, frais, dépenses ou rémunérations sous quelque forme que ce soit qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution est évalué sans nul préjudice à la somme d'environ mille cent Euros (Eur 1.100,-).

Le notaire instrumentant attire l'attention des comparants qu'avant toute activité commerciale de la société présentement fondée, celle-ci doit être en possession d'une autorisation de com¬merce en bonne et due forme en relation avec l'objet social.

Les comparants reconnaissent avoir reçu du notaire une note résumant les règles et conditions fondamentales relatives à l'octroi d'une autorisation d'établissement, note que le Ministère des Classes Moyennes a fait parvenir à la Chambre des Notaires en date du 16 mai 2001.

Loi anti-blanchiment

En application de la loi du 12 novembre 2004, les comparants déclarent être les bénéficiaires réels de cette opération et déclarent en plus que les fonds ne proviennent ni du trafic de stupéfiants ni d'une des infractions visées à l'article 506-1 du code pénal luxembourgeois.

Souscription

Les 125 parts sociales sont intégralement libérées par des versements en espèces ainsi qu'il en a été démontré au notaire qui le constate expressément, et toutes souscrites comme suit:

Mme Maryse SCHAUL, préqualifiée:	25 parts sociales
M. André SCHMIT, préqualifié:	100 parts sociales
TOTAL: cent vingt-cinq parts sociales,	125 parts sociales

Disposition transitoire

Le premier exercice commence le jour de la constitution pour finir le trente et un décembre deux mil treize.

Assemblée générale

Les fondatrices prénommées, détenant l'intégralité des parts sociales, se sont constituées en Assemblée Générale et ont pris à l'unanimité les résolutions suivantes:

1) Le siège social est fixé à L-9124 Schieren, 28, rue Lehberg.

2) La société sera gérée par un gérant, savoir:

Monsieur André SCHMIT, salarié, né à Ettelbrück, le 13 décembre 1951, demeurant à L-9124 Schieren, 28, rue Lehberg.

3) La société sera engagée en toutes circonstances par la signature individuelle du gérant.

Dont acte, fait et passé à Capellen, en l'étude du notaire instrumentant, à la date mentionnée en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, ils ont signé avec Nous notaire le présent acte, après s'être identifiés au moyen d'une copie de leurs cartes d'identité.

Signé: A. SCHMIT, C. MINES.

Enregistré à Capellen, le 26 juin 2013. Relation: CAP/2013/2351. Reçu soixante-quinze euros. 75,-€.

Le Receveur (signé): I. Neu.

Pour copie conforme,

Capellen, le 3 juillet 2013.

Référence de publication: 2013094822/111.

(130115458) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juillet 2013.

Windhof Investment S.à r.l., Société à responsabilité limitée.

Siège social: L-8399 Windhof, 2, rue d'Arlon.

R.C.S. Luxembourg B 178.511.

STATUTS

L'an deux mil treize, le trois juillet,

Pardevant Maître Camille MINES, notaire Capellen,

Ont comparu:

Monsieur Jean-Claude BOURDAIS, gérant de société, né à Tours, France, le 07 juin 1942, demeurant à F-75008 Paris, 32, rue La Boétie,

Monsieur Olivier BOURDAIS, dirigeant d'entreprise, né à Paris, France, le 10 novembre 1971, demeurant à D-10407 Berlin, Kà'the-Niederkirchner-Strasse, 17, Agissant tant en son nom personnel qu'en sa qualité de mandataire de:

Madame Françoise SCLAFER, épouse de Monsieur Jean-Claude BOURDAIS, née à Neuilly-sur-Seine, France, le 24 décembre 1946, demeurant à F-75008 Paris, 32, rue La Boétie,

Monsieur Patrick BOURDAIS, directeur export, né à Paris, France, le 10 mai 1969, demeurant à F-38530 Chapareillan, 7, allée du Carrel,

Monsieur Christian BOURDAIS, gérant d'entreprise, né à Paris, France, le 30 janvier 1974, demeurant à F-75008 Paris, 11, rue La Boétie,

Monsieur Eric BOURDAIS, directeur, né à Paris, France, le 12 mai 1978, demeurant à F-92380 Garches, 7, allée des Jockeys,

En vertu de procurations sous seing privé, lesquelles après avoir été signées ne varietur par le notaire et les comparants, resteront annexées aux présentes avec lesquelles elles seront enregistrées.

Lesquels comparants ont arrêté ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'ils constituent ensemble avec leurs mandataires:

Art. 1^er^. Il est formé par les présentes une société à responsabilité limitée sous la dénomination de "WINDHOF INVESTMENT s.àr.l."

Art. 2. Le siège social est établi dans la Commune de Koerich. Il pourra être transféré en tout autre endroit dans le Grand-Duché de Luxembourg.

La durée de la société est illimitée.

Art. 3. La société a pour objet toutes opérations se rapportant directement ou indirectement à la prise de participations, sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle, le financement et le développement de ces participations.

Elle pourra notamment employer ses fonds à la création, à la gestion, au développement, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets.

Elle pourra plus généralement acquérir et obtenir tous brevets d'invention et de perfectionnement, licences, procédés et marques de fabriques, les exploiter, céder et concéder toutes les licences.

La société a également pour objet l'acquisition, la détention, la mise en valeur et la gestion d'immeubles situés tant au Grand-Duché de Luxembourg qu'à l'étranger.

Elle pourra emprunter sous quelque forme que ce soit.

Elle pourra, dans les limites fixées par la loi du 10 août 1915, accorder à toute société du groupe dont elle pourrait faire partie ou à tout actionnaire tous concours, prêts, avances ou garanties.

Dans le cadre de son activité, la société pourra accorder hypothèque, emprunter avec ou sans garantie ou se porter caution pour d'autres personnes morales et physiques, sous réserve des dispositions légales afférentes.

La société peut s'intéresser par toutes voies de droit dans toutes affaires, entreprises ou sociétés qui seraient de nature à favoriser son développement. Cette énumération est énonciative et non limitative et doit être interprétée dans son acception la plus large.

La société pourra effectuer des prestations de services mais uniquement dans le cadre de la gestion de ses participations et/ou de la gestion des opérations de gestion internes du groupe dont elle pourrait faire partie.

Elle pourra conclure toute convention de rationalisation, de collaboration, d'association ou autres avec d'autres entreprises, associations ou sociétés.

La société peut accomplir toutes opérations généralement quelconques, commerciales, industrielles, financières, mobilières ou immobilières, se rapportant directement ou indirectement, à son objet social.

De manière générale, la société pourra passer tout acte et prendre toute disposition de nature à faciliter la réalisation de son objet social.

Art. 4. Le capital social est fixé à cent mille Euros (€ 100.000,-) représenté par quatre mille (4.000) parts sociales d'une valeur nominale de vingt-cinq Euros (€ 25,-) chacune entièrement libérées.

Chaque part donne droit à une part proportionnelle dans la distribution des bénéfices ainsi que dans le partage de l'actif net en cas de dissolution.

En cas de démembrement des droits sur les parts émises par la société entre un nu-propriétaire et un usufruitier, les droits attachés à ces parts seront exercés comme suit:

Le droit de vote aux assemblées générales ordinaires des associés sera exercé par l'usufruitier et comporte notamment l'approbation des comptes annuels, l'affectation du résultat de l'exercice et la nomination respectivement la révocation du ou des gérant(s) dans les limites de la loi et des statuts;

Le droit de vote aux assemblées générales extraordinaires des associés statuant en matière de modification des statuts, d'augmentation ou de réduction de capital et sur la dissolution et liquidation de la société sera exercé par le nu-propriétaire;

Le droit de percevoir les dividendes distribués par la société appartient à l'usufruitier;

Le droit au produit de la liquidation en cas de liquidation de la société appartient au nu-propriétaire.

Tout ce qui a trait aux droits respectifs du nu-propriétaire et de l'usufruitier et qui n'est pas réglé par le présent article sera déterminé conformément aux dispositions applicables du Code Civil luxembourgeois.

Le démembrement des droits sur les parts entre les nu-propriétaire et usufruitier sera indiqué comme suit dans le registre des parts de la société:

En ce qui concerne l'usufruit des parts par l'indication de «l'usufruit»,

En ce qui concerne la nue-propriété des parts par l'indication de «nue-propriété».

Art. 5. Les parts sont librement cessibles entre associés, mais elles ne peuvent être cédées entre vifs ou pour cause de mort à des non-associés qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social restant. Pour le surplus, il est fait référence aux dispositions des articles 189 et 190 de la loi coordonnée sur les sociétés commerciales.

Lors d'une cession, la valeur des parts est déterminée d'un commun accord entre les parties.

Par ailleurs, les relations entre associés et/ou les relations entre les associés et des personnes physiques ou morales bien déterminées pourront faire l'objet d'un contrat d'association ou de partenariat sous seing privé.

Un tel contrat, par le seul fait de sa signature, aura inter partes la même valeur probante et contraignante que les présents statuts.

Un tel contrat sera opposable à la société après qu'il lui aura dûment été signifié, mais il ne saurait avoir d'effet vis-à-vis des tiers qu'après avoir été dûment publié.

Art. 6. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne met pas fin à la société.

Art. 7. Les créanciers, ayants-droit ou héritiers ne pourront pour quelque motif que ce soit faire apposer des scellés sur les biens et documents de la société, ni s'immiscer en aucune manière dans les actes de son administration; pour faire valoir leurs droits, ils devront s'en rapporter aux inventaires de la société et aux décisions des assemblées générales.

Art. 8. La société sera gérée par un ou plusieurs gérants nommés et révocables par l'Assemblée générale.

Les gérants peuvent déléguer tout ou partie de leurs pouvoirs sous réserve de l'accord de l'Assemblée Générale.

Art. 9. Chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède. Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

En cas de démembrement des droits sur les parts émises par la société entre un nu-propriétaire et un usufruitier, les décisions soumises à l'approbation des associés respectivement les convocations aux assemblées générales des associés sont à soumettre au moins huit (8) jours à l'avance tant au nu-propriétaire qu'à l'usufruitier, le droit de vote sur les résolutions à adopter par les associés étant exercé conformément à l'article 4 des présents statuts. Des associés représentant plus de la moitié du capital social peuvent demander par écrit au(x) gérant(s) de convoquer une assemblée générale en indiquant l'ordre du jour. Si le(s) gérant(s) ne donne(nt) pas suite à cette demande endéans le mois de la demande, les associés ayant fait la demande peuvent convoquer l'assemblée conformément à l'article 196 deuxième alinéa de la loi du 10 août 1915 sur les sociétés commerciales. Ce droit s'applique également en cas de démembrement des droits sur les parts émises par la société entre un nu-propriétaire et un usufruitier, la demande pouvant émaner aussi bien des nu-propriétaires que des usufruitiers, pour autant qu'ils représentent plus de la moitié du capital social

Art. 10. Les décisions collectives ne sont valablement prises que pour autant qu'elles sont adoptées par les associés représentant plus de la moitié du capital social.

Les décisions collectives ayant pour objet une modification aux statuts doivent réunir les voix des associés représentant les 3/4 du capital social.

Art. 11. Les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 12. L'exercice social commence le 1 er janvier et finit le 31 décembre de chaque année.

Chaque année le 31 décembre les comptes annuels sont arrêtés et la gérance dresse l'inventaire comprenant les pièces comptables exigées par la loi.

Art. 13. Sur le bénéfice net de la société, il est prélevé cinq pour cent (5%) pour la constitution du fonds de réserve légal jusqu'à ce que celui-ci ait atteint le dixième du capital social.

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

Art. 14. En cas de dissolution de la société, la liquidation sera faite par le ou les gérants, sinon par un ou plusieurs liquidateurs, associés ou non, désignés par l'assemblée des associés à la majorité fixée par l'article 142 de la loi du 10 août 1915 et de ses lois modificatives, ou à défaut par ordonnance du Président du Tribunal de Commerce compétent statuant sur requête de tout intéressé.

Art. 15. Pour tous les points non prévus expressément dans les présents statuts, les parties se réfèrent aux dispositions légales.

Frais:

Le montant des charges, frais, dépenses ou rémunérations sous quelque forme que ce soit qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution est évalué sans nul préjudice à la somme d'environ € 1.500,-.

Le notaire instrumentant attire l'attention des comparants qu'avant toute activité commerciale de la société présentement fondée, celle-ci doit être en possession d'une autorisation de commerce en bonne et due forme en relation avec l'objet social.

Les comparants reconnaissent avoir reçu du notaire une note résumant les règles et conditions fondamentales relatives à l'octroi d'une autorisation d'établissement, note que le Ministère des Classes Moyennes a fait parvenir à la Chambre des Notaires en date du 16 mai 2001.

Loi anti-blanchiment

En application de la loi du 12 novembre 2004, les comparants déclarent connaître les bénéficiaires réels de cette opération et déclarent en plus que les fonds ne proviennent ni du trafic de stupéfiants ni d'une des infractions visées à l'article 506-1 du code pénal luxembourgeois.

Souscription

Toutes les parts sociales sont intégralement libérées par des versements en espèces ainsi qu'il en a été démontré au notaire qui le constate expressément.

Toutes les parts de la société ainsi constituée sont souscrites comme suit:

Monsieur Jean-Claude BOURDAIS: 198 parts en pleine propriété et 1.800 parts en usufruit,

Madame Françoise SCLAFER: 198 parts en pleine propriété et 1.800 parts en usufruit,

Monsieur Olivier BOURDAIS: 1 part en pleine propriété et 900 parts en nue-propriété,

Monsieur Patrick BOURDAIS: 1 part en pleine propriété et 900 parts en nue-propriété,

Monsieur Christian BOURDAIS: 1 part en pleine propriété et 900 parts en nue-propriété,

Monsieur Eric BOURDAIS: 1 part en pleine propriété et 900 parts en nue-propriété,

TOTAL: quatre mille (4.000) parts sociales

Disposition transitoire

Le premier exercice commence le jour de la constitution pour finir le 31 décembre 2014.

Assemblée générale

Les fondateurs prénommés, représentant l'intégralité des parts sociales, se sont constitués en Assemblée Générale et ont pris à l'unanimité les résolutions suivantes:

1) Le siège social est fixé à L-8399 Windhof, 2, rue d'Arlon.

2) La société sera gérée par deux gérants, savoir:

Monsieur Olivier BOURDAIS, dirigeant d'entreprise, né à Paris, France, le 10 novembre 1971, demeurant à D-10407 Berlin, Käthe-Niederkirchner-Strasse, 17, et

Monsieur Jean-Claude BOURDAIS, gérant de société, né à Tours, France, le 07 juin 1942, demeurant à F-75008 Paris, 32, rue La Boétie.

3) La société sera engagée en toutes circonstances par la signature individuelle de chacun des gérants.

Dont acte, fait et passé à Capellen, en l'étude du notaire instrumentant, à la date mentionnée en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, ils ont signé avec Nous notaire le présent acte, après s'être identifiés au moyen de leurs cartes d'identité.

Signé: J.C. BOURDAIS, O. BOURDAIS, C. MINES.

Enregistré à Capellen, le 4 juillet 2013. Relation: CAP/2013/2472. Reçu soixante-quinze euros. 75,- €.

Le Receveur (signé): I. Neu.

Pour copie conforme,

Capellen, le 8 juillet 2013.

Référence de publication: 2013094705/173.

(130115401) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juillet 2013.

Louis s.à r.l., Société à responsabilité limitée.

Siège social: L-9806 Hosingen, 69, Haaptstrooss.

R.C.S. Luxembourg B 178.508.

STATUTS

L'an deux mil treize, le premier juillet,

Pardevant Maître Camille MINES, notaire de résidence à Capellen,

A comparu:

Monsieur Dieter LOUIS, gérant de société, né à Saint Vith, Belgique, le 25 mars 1960, demeurant à B-4791 Burg Reuland, Maldingen, 46.

Lequel comparant, représenté comme susdit, a arrêté ainsi qu'il suit les statuts d'une société à responsabilité limitée:

Art. 1er. Il est formé par les présentes une société à responsabilité limitée sous la dénomination de «LOUIS s.à r.l."

Art. 2. Le siège social est établi dans la Commune de Hosingen. Il pourra être transféré en tout autre endroit dans le Grand-Duché de Luxembourg.

La durée de la société est illimitée.

Art. 3. La société a pour objet l'exploitation d'une agence de publicité, le lettrage sur tous supports, l'impression digitale, la découpe, le fraisage et la sérigraphie, la fabrication et le commerce de tous objets publicitaires, le commerce et la pose de films de protection pour vitres de véhicules et de bâtiments, la location de systèmes publicitaires, le web design & hosting, l'organisation de fêtes, le commerce de vêtements, tous travaux de broderie, le commerce de détail en chaussures, le commerce de coupes, médailles, trophées et autres accessoires, la gravure de tous objets, le commerce de tous articles d'imprimerie, le commerce de voitures et motos neuves et d'occasion, la location de parkings.

La société a également pour objet le commerce d'accessoires et pièces détachées pour véhicules à moteur.

La société a encore pour objet l'intermédiaire commercial dans le domaine de machines et meubles de bureau, ainsi que le rôle de commissionnaire en matériel informatique.

Elle a enfin pour objet toutes opérations se rapportant directement ou indirectement à la prise de participations, sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle, le financement et le développement de ces participations.

Elle pourra acquérir et obtenir tous brevets d'invention et de perfectionnement, licences, procédés et marques de fabriques, les exploiter, céder et concéder toutes les licences.

Elle pourra conclure toute convention de rationalisation, de collaboration, d'association ou autres avec d'autres entreprises, associations ou sociétés.

De manière générale, la société pourra passer tous actes et prendre toutes dispositions de nature à faciliter la réalisation de son objet social.

Art. 4. Le capital social est fixé à douze mille cinq cents Euros (Eur 12.500,-) divisé en cinq cents (500) parts sociales de vingt-cinq Euros (Eur 25,-) chacune.

Chaque part donne droit à une part proportionnelle dans la distribution des bénéfices ainsi que dans le partage de l'actif net en cas de dissolution.

Art. 5. Les parts sont librement cessibles entre associés, mais elles ne peuvent être cédées entre vifs ou pour cause de mort à des non-associés qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social restant. Pour le surplus, il est fait référence aux dispositions des articles 189 et 190 de la loi coordonnée sur les sociétés commerciales.

Lors d'une cession, la valeur des parts est déterminée d'un commun accord entre les parties.

Par ailleurs, les relations entre associés et/ou les relations entre les associés et des personnes physiques ou morales bien déterminées pourront faire l'objet d'un contrat d'association ou de partenariat sous seing privé.

Un tel contrat, par le seul fait de sa signature, aura inter partes la même valeur probante et contraignante que les présents statuts.

Un tel contrat sera opposable à la société après qu'il lui aura dûment été signifié, mais il ne saurait avoir d'effet vis-à-vis des tiers qu'après avoir été dûment publié.

Art. 6. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne met pas fin à la société.

Art. 7. Les créanciers, ayants droit ou héritiers ne pourront pour quelque motif que ce soit faire apposer des scellés sur les biens et documents de la société, ni s'immiscer en aucune manière dans les actes de son administration; pour faire valoir leurs droits, ils devront s'en rapporter aux inventaires de la société et aux décisions des assemblées générales.

Art. 8. La société sera gérée par un ou plusieurs gérants nommés et révocables par l'Assemblée générale.

Les gérants peuvent déléguer tout ou partie de leurs pouvoirs sous réserve de l'accord de l'Assemblée Générale.

Art. 9. Chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède. Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Art. 10. Les décisions collectives ne sont valablement prises que pour autant qu'elles sont adoptées par les associés représentant plus de la moitié du capital social.

Les décisions collectives ayant pour objet une modification aux statuts doivent réunir les voix des associés représentant les 3/4 du capital social.

Art. 11. Les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 12. L'exercice social commence le premier janvier et finit le trente et un décembre.

Chaque année le trente et un décembre les comptes annuels sont arrêtés et la gérance dresse l'inventaire comprenant les pièces comptables exigées par la loi.

Art. 13. Sur le bénéfice net de la société, il est prélevé au moins cinq pour cent (5%) pour la constitution du fonds de réserve légal jusqu'à ce que celui-ci ait atteint le dixième du capital social.

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

Art. 14. En cas de dissolution de la société, la liquidation sera faite par le ou les gérants, sinon par un ou plusieurs liquidateurs, associés ou non, désignés par l'assemblée des associés à la majorité fixée par l'article 142 de la loi du 10 août 1915 et de ses lois modificatives, ou à défaut par ordonnance du Président du Tribunal de Commerce compétent statuant sur requête de tout intéressé.

Art. 15. Pour tous les points non prévus expressément dans les présents statuts, les parties se réfèrent aux dispositions légales.

Souscription

Les cinq cents parts sociales sont intégralement libérées par des versements en espèces ainsi qu'il en a été démontré au notaire qui le constate expressément.

Toutes les parts ont été souscrites par Monsieur Dieter LOUIS, associé unique.

Disposition transitoire

Le premier exercice commence le jour de la constitution pour prendre fin le 31 décembre 2013.

Frais:

Le montant des charges, frais, dépenses ou rémunérations sous quelque forme que ce soit qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution est évalué sans nul préjudice à la somme d'environ mille deux cents Euros (Eur 1.200,-).

Le notaire instrumentant attire l'attention du comparant qu'avant toute activité commerciale de la société présentement fondée, celle-ci doit être en possession d'une autorisation de commerce en bonne et due forme en relation avec l'objet social.

Le comparant reconnaît avoir reçu du notaire une note résumant les règles et conditions fondamentales relatives à l'octroi d'une autorisation d'établissement, note que le Ministère des Classes Moyennes à fait parvenir à la Chambre des Notaires en date du 16 mai 2001.

Loi anti-blanchiment

En application de la loi du 12 novembre 2004, le comparant déclare être le bénéficiaire réel de cette opération et déclare en plus que les fonds ne proviennent ni du trafic de stupéfiants ni d'une des infractions visées à l'article 506-1 du code pénal luxembourgeois.

Assemblée Générale

Le fondateur prénommé, détenant l'intégralité des parts sociales, s'est constitué en Assemblée Générale et a pris à l'unanimité les résolutions suivantes:

1) Le siège social est fixé à L-9806 Hosingen, 69, Haaptstrooss.

2) La société sera gérée par un gérant unique:

Monsieur Dieter LOUIS, gérant de société, né à Saint Vith, Belgique, le 25 mars 1960, demeurant à B-4791 Burg Reuland, Maldingen, 46, qui aura pouvoir d'engager la société sous sa seule signature en toute circonstance.

Dont acte, fait et passé à Capellen, en l'étude du notaire instrumentant, à la date mentionnée en tête des présentes.

Et après lecture faite et interprétation donnée au comparant, il a signé avec Nous notaire le présent acte, après s'être identifié au moyen d'une copie de sa carte d'identité.

Signé: D. Louis, C. Mines.

Enregistré à Capellen, le 2 juillet 2013. Relation: CAP/2013/2438. Reçu soixante-quinze euros. 75,-€.

Le Receveur (signé): I. Neu.

POUR COPIE CONFORME,

Capellen, le 7 juillet 2013.

Référence de publication: 2013095250/113.

(130115425) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juillet 2013.

Amtrust Re 2007 (Luxembourg), Société Anonyme.

Siège social: L-2220 Luxembourg, 534, rue de Neudorf.

R.C.S. Luxembourg B 25.267.

AmTrust Re Kappa, Société Anonyme.

Siège social: L-2220 Luxembourg, 534, rue de Neudorf.

R.C.S. Luxembourg B 45.866.

AmTrust Re Zeta, Société Anonyme.

Siège social: L-2220 Luxembourg, 534, rue de Neudorf.

R.C.S. Luxembourg B 26.864.

MERGER PLAN

In the year two thousand thirteen, on the twenty-seventh of June.

Before Maître Paul DECKER, notary, residing in Luxembourg.

There appeared:

1) Ms. Virginie PIERRU, notary clerk, residing professionally in Luxembourg,

acting as attorney empowered to represent deed the Board of Directors of "AMTRUST RE 2007 (LUXEMBOURG)" a public limited company (Société anonyme), with registered office at 534, rue de Neudorf, L-2220 Luxembourg, incorporated under the denomination "COMPAGNIE EUROPEENNE DE REASSURANCES ET DE SERVICES S.A.", by deed of Maître Gérard LECUIT, notary, then residing in Mersch, on December 10 th 1986, published in the Mémorial C, Recueil des Sociétés et Associations, number 80 of April 2 nd 1987, by virtue of a power of attorney granted by resolution of the board meeting of the Absorbing Company dated April 9 th , 2013, registered with the Luxembourg Trade and Companies Register under the number B 25.267

(hereafter the «Absorbing Company»).

A copy of the minutes of the board meeting, after having been signed ne varietur by the proxyholder and by the undersigned notary, will remain attached to the present deed.

2) Ms. Virginie PIERRU, prenamed, residing professionally in Luxembourg,

acting as attorney empowered to represent the Board of Directors of "AmTrust Re Kappa", a public limited company (Société anonyme), with registered office at 534, rue de Neudorf, L-2220 Luxembourg, incorporated by Me Paul FRIEDERS, notary, then residing in Luxembourg, on December 13 th 1993, published in the Memorial C, Recueil des Sociétés et Associations, number 55 on February 9 th , 1994, registered with the Luxembourg Trade and Companies Register under the number B 45.866,

by virtue of a power of attorney granted by resolution of the board meeting of the Absorbing Company dated April 9 th , 2013.

3) Ms. Virginie PIERRU, prenamed, residing professionally in Luxembourg,

acting as attorney empowered to represent the Board of Directors of "AmTrust Re Zeta", a public limited company (Société anonyme), with registered office at 534, rue de Neudorf, L-2220 Luxembourg, incorporated by Me Gérard LECUIT, notary, then residing in Luxembourg, on November 3 rd , 1987, published in the Memorial C, Recueil des Sociétés et Associations, number 28 on February 1 st , 1988, registered with the Luxembourg Trade and Companies Register under the number B 26.864,

by virtue of a power of attorney granted by resolution of the board meeting of the Absorbing Company dated April 9 th , 2013.

(hereafter the "Absorbing Companies")

A copy of the minutes of the board meeting, after having been signed ne varietur by the proxyholder and by the undersigned notary, will remain attached to the present deed and will be filed together with it with the registration authorities.

The appearing parties, represented as aforesaid, have requested the undersigned notary to state as follows:

I. The Company "AMTRUST RE 2007 (LUXEMBOURG)", prenamed, holds 100% of:

- the five hundred (500) shares representing the entire share capital of six million five hundred fifty thousand United States Dollars (USD 6,550,000.-) of the company "AmTrust Re Kappa", prenamed;

- the twenty thousand (20,000) shares representing the entire share capital of one million six hundred thirteen thousand six hundred sixty two point eighty nine United States Dollars (USD 1,613,662,89.-) of the company "AmTrust Re Zeta", prenamed.

II. The Company "AMTRUST RE 2007 (LUXEMBOURG)", prenamed, wants to merge with the Company "AmTrust Re Kappa", prenamed and "AmTrust Re Zeta", prenamed, by absorption of the two last named companies, notwithstanding Article 278 to 283 of the Law of August 10 th 1915 on the Commercial Companies as modified concerning absorption of a company by an another holding ninety percent (90%) or more of the shares of the first one.

III. The operations of the Company will supposed to be done, from an accounting point of view, in the name and on behalf of with effect to January 1 st , 2013.

IV. The Absorbing Company shall take over all assets and liabilities from the Absorbed Companies.

V. The Absorbed Companies nor the Absorbing Company have shareholders with special rights or other titles than shares.

VI. No particular advantage will be given to the Directors of the Companies and/or to the Independent Auditors on the occasion of the merger.

VII. The merger will become legally effective between the parties one month after the publication of the present merger in the official Memorial C, Recueil des Sociétés et Associations, accordingly Article 9 of the Law on Commercial Companies as modified.

VIII. All the shareholders of "AMTRUST RE 2007 (LUXEMBOURG)", prenamed, are entitled to inspect the documents specified in Article 267 of the Law of August 10th 1915 on the Commercial Companies as modified at least one (1) month before the operation takes effect, at the registered office. Each member may obtain a copy of the above referred documents upon request and free of charge.

IX. One or more of the shareholders of the Absorbing Company, holding at least five percent (5%) in the subscribed capital are entitled, at least one (1) month before the operation takes effect, to require that a general meeting of the shareholders of the Absorbing Company be called in order to resolve on the approval of the merger.

X. Without convocation of a meeting or reject of the project merger, the merger will be effective and will give all the effect forecast on Article 274 on the Commercial Companies as modified.

XI. All the mandates of the Directors and the Independent Auditor of the Companies will end at the date of the merger and that discharge is given to the Directors and the Independent Auditor of the Absorbed Companies.

XII. The Absorbing Company will be in charge of all necessary formalities in order to give effect to the merger and that all the assets and liabilities of the Absorbed Companies will be transferred to the Absorbing Company.

XIII. All the social documents of the Absorbed Companies will be stored during the legal delay at the registered office of the absorbing Company.

The undersigned notary certifies the existence and legality of the terms of the merger, accordingly Article 271 (2) of the Law on Commercial Companies as modified.

Expenses

The expenses, costs, fees and charges of any kind which shall be borne by the Company as a result of the present deed are estimated at one thousand three hundred euro (EUR 1,300.-).

WHEREUPON, the present deed was drawn up in Luxembourg by the undersigned notary, on the day referred to at the beginning of this document.

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

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

Suit la traduction en français du texte qui précède:

L'an deux mille treize, le vingt-sept juin.

Pardevant Maître Paul DECKER, notaire de residence a Luxembourg.

A comparu:

1) Mademoiselle Virginie PIERRU, clerc de notaire, demeurant professionnellement à Luxembourg,

agissant en tant que mandataire du conseil d'administration de la société anonyme "AMTRUST RE 2007 (LUXEMBOURG)", ayant son siège social à L-2220 Luxembourg, 534, rue de Neudorf, constituée sous la dénomination de «COMPAGNIE EUROPEENNE DE REASSURANCES ET DE SERVICES», suivant acte reçu par Maître Gérard LECUIT, alors notaire de résidence à Mersch, en date du 10 décembre 1986, publié au Mémorial C Recueil Spécial des Sociétés et Associations numéro 80 du 2 avril 1987, inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 25267 (la «Société Absorbante»).

en vertu d'un pouvoir lui conféré par décision du conseil d'administration prise en sa réunion du 9 avril 2013, dont une copie, après avoir été paraphée ne varietur par la mandataire et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

2) Mademoiselle Virginie PIERRU, prénommée, demeurant professionnellement à Luxembourg,

agissant en tant que mandataire du conseil d'administration de la société anonyme "AmTrust Re Kappa", ayant son siège social à L-2220 Luxembourg, 534, rue de Neudorf, constituée suivant acte de Me Paul FRIEDERS, notaire alors de résidence à Luxembourg, le 13 décembre 1993, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 55 du 9 février 1994, inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 45.866,

en vertu d'un pouvoir lui conféré par décision du conseil d'administration prise en sa réunion du 9 avril 2013, dont une copie, après avoir été paraphée ne varietur par la mandataire et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

3) Mademoiselle Virginie PIERRU, prénommée, demeurant professionnellement à Luxembourg,

agissant en tant que mandataire du conseil d'administration de la société anonyme "AmTrust Re Zeta", ayant son siège social à L-2220 Luxembourg, 534, rue de Neudorf, constituée suivant acte de Me Gérard LECUIT, notaire alors de résidence à Luxembourg, le 3 novembre 1987, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 28 du 1 er février 1988, inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 26.864,

en vertu d'un pouvoir lui conféré par décision du conseil d'administration prise en sa réunion du 9 avril 2013, dont une copie, après avoir été paraphée ne varietur par la mandataire et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

Lesquelles comparantes, représentées comme ci-avant, ont requis le notaire instrumentant d'acter:

I.- Que la société anonyme «AMTRUST RE 2007 (LUXEMBOURG)», prénommée, détient la totalité (100%):

- des cinq cents (500) actions représentant la totalité du capital social de six millions cinq cent cinquante mille dollars des Etats-Unis d'Amérique (6.550.000,-USD) de la société «AmTrust Re Kappa», prénommée;

- des vingt mille (20.000) actions, représentant la totalité du capital social de un million six cent treize mille six-cent soixante deux virgule quatre-vingt neuf dollars des Etats-Unis d'Amérique (1.613.662,89-USD) de la société «AmTrust Re Zeta» prénommée.

II.- Que la société «AMTRUST RE 2007 (LUXEMBOURG)», prénommée, entend fusionner avec les sociétés anonymes «AmTrust Re Kappa», prénommée, et «AmTrust Re Zeta», prénommée, par absorption de ces deux dernières, conformément aux dispositions des articles 278 à 283 de la loi du 10 août 1915 sur les sociétés commerciales telle que modifiée concernant l'absorption d'une société par une autre possédant quatre-vingt-dix pour cent (90%) ou plus des actions de la première.

III.- Que la date à partir de laquelle les opérations des sociétés absorbées sont considérées du point de vue comptable comme accomplies par la société absorbante a été fixée au 1 er janvier 2013.

IV.- Que la Société Absorbante s'engage à reprendre tout l'actif et le passif des Sociétés Absorbées.

V.- Que ni les Sociétés Absorbées ni la Société Absorbante n'ont d'actionnaires titulaires de droits spéciaux ou de détenteurs de titres autres que les actions.

VI.- Qu'aucun avantage particulier n'est attribué aux administrateurs ni aux réviseurs indépendants des trois (3) sociétés qui fusionnent.

VII.- Que la fusion prendra effet entre parties un (1) mois après la publication du présent projet de fusion au Mémorial C, Recueil des Sociétés et Associations, conformément aux dispositions de l'article 9 de la loi sur les sociétés commerciales telle que modifiée.

VIII.- Que les actionnaires de «AMTRUST RE 2007 (LUXEMBOURG)», prénommée, sont en droit, pendant un (1) mois à compter de la publication au Mémorial C, Recueil des Sociétés et Associations, du projet de fusion, de prendre connaissance, au siège social de la société, des documents indiqués à l'article 267 de la loi du 10 août 1915 sur les sociétés commerciales telle que modifiée. Une copie de ces documents peut être obtenue par tout actionnaire sans frais et sur simple demande.

IX.- Qu'un ou plusieurs actionnaires des sociétés fusionnantes, disposant d'au moins cinq pour cent (5 %) des actions du capital souscrit, ont le droit de requérir pendant le même délai la convocation d'une assemblée générale appelée à se prononcer sur l'approbation de la fusion.

X.- Qu'à défaut de convocation d'une assemblée ou de rejet du projet de fusion par celle-ci, la fusion deviendra définitive comme indiqué ci-avant et entraînera de plein droit les effets prévus à l'article 274 de la loi sur les sociétés commerciales telle que modifiée.

XI.- Que les mandats des administrateurs et du réviseur indépendant des Sociétés Absorbées prennent fin à la date de la fusion et que décharge est accordée aux administrateurs et au réviseur indépendant des Sociétés Absorbées.

XII.- Que la Société Absorbante procèdera à toutes les formalités nécessaires ou utiles pour donner effet à la fusion et à la cession de tous les avoirs et obligations Sociétés Absorbées vers la Société Absorbante.

XIII.- Que les documents sociaux des Sociétés Absorbées seront conservés pendant le délai légal au siège de la Société Absorbante.

Le notaire instrumentant déclare attester la légalité du présent projet de fusion, conformément aux dispositions de l'article 271 (2) de la loi sur les sociétés commerciales telle que modifiée.

Frais

Les frais, dépenses, rémunérations et charges quelconques qui incombent à la société des suites de cet acte sont estimés à mille trois cents euros (1.300,-EUR).

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

Le notaire soussigné qui connaît la langue anglaise, déclare par la présente qu'à la demande de la comparante ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française et qu'à la demande de la même comparante et en cas de divergences entre les textes anglais et français, le texte anglais primera.

Lecture du présent acte faite et interprétation donnée à la mandataire des comparantes, connue du notaire instrumentant par son nom, prénom usuel, état et demeure, elle a signé avec Nous notaire le présent acte.

Signé: V. PIERRU, P.DECKER.

Enregistré à Luxembourg A.C., le 28/06/2013. Relation: LAC/2013/29960. Reçu 75.-€ (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

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

Luxembourg, le 02/07/2013. Paul DECKER.

Référence de publication: 2013090168/181.

(130109680) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2013.

Harwood S.A., Société Anonyme.

Siège social: L-2227 Luxembourg, 29, avenue de la Porte-Neuve.

R.C.S. Luxembourg B 59.785.

Extrait du procès-verbal de l'assemblée générale ordinaire qui s'est tenue le 2 mai 2013 à 16.30 heures à Luxembourg

- Les mandats des Administrateurs et du Commissaire aux Comptes venant à échéance lors de la présente Assemblée, il est décidé de nommer au poste d'Administrateur:

* Monsieur Joël Maréchal, comptable, né à Arlon (B) le 12/09/1968, avec adresse professionnelle au 29, avenue de la Porte-Neuve, L-2227 Luxembourg,

* Monsieur Jean-Bernard Zeimet, réviseur d'entreprises, né à Luxembourg (GDL) le 05/03/1953, demeurant 67 rue Michel Welter, L-2730 Luxembourg,

* Madame Nicole Hénoumont, employée privée, née à Arlon (B) le 19/02/1959, demeurant 8A, rue de Grumelange, B-6630 Martelange.

- L'Assemblée décide, à l'unanimité, de nommer au poste de Commissaire aux comptes:

La société LATIS S.A. (LUXEMBOURG ADVISORY TRUST AND INTERNATIONAL SERVICES), société anonyme ayant son siège social 29, avenue de la Porte-Neuve, L-2227 Luxembourg, RCS Luxembourg B 131666.

- Les mandats des administrateurs et du Commissaire aux comptes viendront à échéance à l'issue de l'Assemblée Générale Ordinaire qui approuvera les comptes annuels arrêtés au 31.12.2013.

- L'Assemblée décide, à l'unanimité, de transférer le siège de la société au 29, avenue de la Porte-Neuve à L-2227 Luxembourg.

Extrait sincère et conforme
HARWOOD S.A.
Signatures
Administrateur / Administrateur

Référence de publication: 2013070464/27.

(130087095) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

Pendekar Holdings (Meghnaghat) S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: USD 18.000,00.

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

R.C.S. Luxembourg B 90.730.

Veuillez prendre note:

1. Du changement de nom de l'associé en date du 09 janvier 2008 de Globeleq Holdings (Meghnaghat) Limited en PENDEKAR HOLDINGS (MEGHNAGHAT) LIMITED ayant son siège social à Edith Cavell Street, Les Cascades Building, Port Louis, Ile Maurice et immatriculée sous le numéro 44146 C1/GBL auprès du Registre du Commerce Mauretanien.

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

TMF Corporate Services S.A.
Signatures
Gérant unique

Référence de publication: 2013070033/16.

(130086283) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

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

Capital social: USD 66.566,00.

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

R.C.S. Luxembourg B 127.213.

Il est à noter que le siège social de l'associé unique, Major League Soccer, L.L.C., se trouve à présent au 2711, Centerville Road Suite 400, 19808 Wilmington, New Castle, Delaware, États-Unis d'Amérique,

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

Luxembourg, le 6 mai 2013.
Habiba Boughaba
Mandataire

Référence de publication: 2013069984/14.

(130085888) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Société du Parking Guillaume SA, Société Anonyme.

Siège social: L-2163 Luxembourg, 24B, avenue Monterey.

R.C.S. Luxembourg B 15.590.

En date du 25 juin 2012, Monsieur Josy Welter a cessé ses activités d'administrateur au sein du Conseil d'Administration de la société.

En date du 31 octobre 2012, le conseil d'Administration a décidé à l'unanimité d'élire, en qualité de président du Conseil d'Administration, Monsieur Claude Reinard, résidant au 70, Rue Prince Henri L- 7230 à Helmsange.

En date du 21 mai 2013, l'Assemblée Générale Ordinaire a pris les décisions suivantes:

- L'Assemblée Générale Ordinaire décide à l'unanimité de confier le mandat de réviseur des comptes annuels de l'année 2013 à RSM AUDIT LUXEMBOURG S.à r.l., 6, rue Adolphe, L-1116 Luxembourg, immatriculée au RCS Luxembourg sous le no B113621. Son mandat prendra fin lors de l'Assemblée Générale Ordinaire de l'année 2014 statuant sur les comptes annuels de l'année 2013.

- L'Assemblée Générale Ordinaire, en confirmation de la cooptation effectuée par le conseil d'administration en date du 31 octobre 2012, approuve à l'unanimité la nomination comme nouvel administrateur de la société de Monsieur Jean Cazarro, né le 12 février 1949 à Esch-sur-Alzette et résidant actuellement au 1, Birkewee L-3896 Foetz en remplacement de Monsieur Josy Welter. Ce mandat prendra fin à l'Assemblée Générale de l'année 2014 statuant sur les comptes annuels de l'exercice 2013.

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

Référence de publication: 2013070115/22.

(130085821) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
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