

MEMORIAL

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MEMORIAL

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Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 2698

29 octobre 2013

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

Siège social: L-2663 Luxembourg, 7, rue Vauban.

R.C.S. Luxembourg B 180.124.

STATUTS

L'an deux mille treize, le vingt et un août;

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

ONT COMPARU:

1. Monsieur André CUNHA OLIVEIRA, vendeur, né à Luxembourg, le 7 août 1987, demeurant à L-1918 Luxembourg, 12, rue de Laroche; et

2. Madame Svenja CLEMENT, éducatrice, née à Luxembourg, le 11 novembre 1991, demeurant à L-2544 Luxembourg, 55, rue du Soleil.

Lesquels comparants ont requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'ils déclarent constituer par les présentes et dont ils ont arrêté les statuts comme suit:

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

Art. 1^{er} . Il est formé par la présente, entre les propriétaires actuels des parts ci-après créées et tous ceux qui pourront le devenir dans la suite, une société à responsabilité limitée dénommée "Tequila S.à r.l.", (ci-après la "Société"), laquelle sera régie par les présents statuts (les "Statuts") ainsi que par les lois respectives et plus particulièrement par la loi modifiée du 10 août 1915 sur les sociétés commerciales.

Art. 2. La Société a pour objet l'exploitation d'un débit de boissons alcooliques et non-alcooliques avec petite restauration.

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, ayant un objet identique, analogue ou connexe, ou qui serait de nature à favoriser le développement de son entreprise.

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

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

Art. 4. Le siège social est établi dans la commune de Luxembourg (Grand-Duché de Luxembourg). L'adresse du siège social peut être déplacée à l'intérieur de la commune par simple décision de la gérance.

Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une simple décision des associés délibérant comme en matière de modification des statuts.

Par simple décision de la gérance, la Société pourra établir des filiales, succursales, agences ou sièges administratifs aussi bien dans le Grand-Duché de Luxembourg qu'à l'étranger.

Titre II. - Capital social - Parts sociales

Art. 5. Le capital social est fixé à douze mille quatre cents euros (12.400,-EUR), représenté par cent vingt-quatre (124) parts sociales de cent euros (100,- EUR) chacune, intégralement libérées.

Le capital social pourra, à tout moment, être augmenté ou diminué dans les conditions prévues par l'article 199 de la loi concernant les sociétés commerciales.

Art. 6. Les parts sociales sont librement cessibles entre associés.

Elles ne peuvent être cédées entre vifs ou pour cause de mort à des non-associés que moyennant l'accord unanime de tous les associés.

En cas de cession à un non-associé, les associés restants ont un droit de préemption. Ils doivent l'exercer dans les 30 jours à partir de la date du refus de cession à un non-associé. En cas d'exercice de ce droit de préemption, la valeur de rachat des parts est calculée conformément aux dispositions des alinéas 6 et 7 de l'article 189 de la loi sur les sociétés commerciales.

Art. 7. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne mettent pas fin à la Société.

Les créanciers, ayants-droit ou héritiers d'un associé 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 se tenir aux valeurs constatées dans les derniers bilan et inventaire de la Société.

Titre III. - Administration et Gérance

Art. 8. La Société est administrée par un ou plusieurs gérants, associés ou non, nommés et révocables à tout moment par l'assemblée générale qui fixe leurs pouvoirs et leurs rémunérations.

Art. 9. Chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède et 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 la majorité des associés représentant les trois quarts (3/4) du capital social.

Art. 11. Lorsque la Société ne comporte qu'un seul associé, les pouvoirs attribués par la loi ou les Statuts à l'assemblée générale sont exercés par l'associé unique.

Les décisions prises par l'associé unique, en vertu de ces pouvoirs, sont inscrites sur un procès-verbal ou établies par écrit.

De même, les contrats conclus entre l'associé unique et la Société représentée par lui sont inscrits sur un procès-verbal ou établis par écrit.

Cette disposition n'est pas applicable aux opérations courantes conclues dans des conditions normales.

Art. 12. Le ou les gérants ne contractent, en 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. 13. Chaque année, le trente et un décembre, les comptes sont arrêtés et le ou les gérants dressent un inventaire comprenant l'indication des valeurs actives et passives de la Société.

Art. 14. Tout associé peut prendre au siège social de la Société communication de l'inventaire et du bilan.

Art. 15. Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges constituent le bénéfice net. Sur le bénéfice net, il est prélevé cinq pour cent pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent du capital social.

Le solde des bénéfices nets peut être distribué à l'/aux associé(s) en proportion avec sa/leur participation dans le capital de la Société.

La gérance est autorisée à décider et à distribuer des dividendes intérimaires, à tout moment, sous les conditions suivantes:

1. la gérance préparera une situation intérimaire des comptes de la société qui constituera la base pour la distribution des dividendes intérimaires;

2. ces comptes intérimaires devront montrer des fonds disponibles suffisants afin de permettre une distribution, étant entendu que le montant à distribuer ne peut pas excéder les bénéfices réalisés à la clôture de l'exercice fiscal précédent, augmenté du bénéfice reporté et réserves distribuables et diminué des pertes reportées et montants alloués à la réserve légale, en conformité avec la Loi ou les présents Statuts.

Art. 16. L'année sociale commence le premier janvier et finit le trente et un décembre.

Titre IV. - Dissolution - Liquidation

Art. 17. Lors de la dissolution de la Société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui en fixeront les pouvoirs et les émoluments.

Titre V. - Dispositions générales

Art. 18. La loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures trouveront leur application partout où il n'y est pas dérogé par les Statuts.

Disposition transitoire

Par dérogation, le premier exercice commence aujourd'hui et finira le 31 décembre 2013.

Souscription et Libération

Les Statuts ayant ainsi été arrêtés, les cent vingt-quatre (124) parts sociales ont été souscrites comme suit:

1) Monsieur André CUNHA OLIVEIRA, préqualifié, soixante-deux parts sociales,	62
2) Madame Svenja CLEMENT, préqualifiée, soixante-deux parts sociales,	62
Total: cent vingt-quatre parts sociales,	124

Toutes les parts sociales ont été libérées intégralement en numéraire de sorte que la somme de douze mille quatre cents euros (12.400,- EUR) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire instrumentaire qui le constate expressément.

Loi anti-blanchiment

Les associés déclarent, en application de la loi du 12 novembre 2004, telle qu'elle a été modifiée par la suite, être les bénéficiaires réels de la Société faisant l'objet des présentes et certifient que les fonds/biens/droits servant à la libération du capital social ne proviennent pas, respectivement que la Société ne se livre(ra) pas à des activités constituant une infraction visée aux articles 506-1 du Code Pénal et 8-1 de la loi modifiée du 19 février 1973 concernant la vente de substances médicamenteuses et la lutte contre la toxicomanie (blanchiment) ou des actes de terrorisme tels que définis à l'article 135-1 du Code Pénal (financement du terrorisme).

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge, à raison de sa constitution, est évalué à environ neuf cents euros.

Assemblée générale extraordinaire

Et aussitôt, les associés, représentant l'intégralité du capital social, et se considérant comme dûment convoqués, se sont réunis en assemblée générale extraordinaire et ont pris à l'unanimité des voix les résolutions suivantes:

1. Le siège social est établi à L-2663 Luxembourg, 7, rue Vauban.
2. Les personnes suivantes sont nommées gérants de la Société pour une durée indéterminée:
 - Monsieur André CUNHA OLIVEIRA, vendeur, né à Luxembourg, le 7 août 1987, demeurant à L-1918 Luxembourg, 12, rue de Laroche, gérant administratif; et
 - Madame Svenja CLEMENT, éducatrice, née à Luxembourg, le 11 novembre 1991, demeurant à L-2544 Luxembourg, 55, rue du Soleil, gérante technique.
3. La Société est valablement engagée vis-à-vis des tiers par la signature conjointe du gérant administratif et de la gérante technique.

Déclaration

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

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

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

Signé: A. CUNHA OLIVEIRA, S. CLEMENT, C. WERSANDT.

Enregistré à Luxembourg A.C., le 23 août 2013. LAC/2013/39058. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Carole FRISING.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 11 septembre 2013.

Référence de publication: 2013130324/139.

(130158113) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Cerfontaine, Société Anonyme.

Siège social: L-1720 Luxembourg, 8, rue Heinrich Heine.

R.C.S. Luxembourg B 105.315.

Extraits des décisions de l'assemblée générale ordinaire des actionnaires tenue de façon exceptionnelle en date du 13 juin 2013

1^{ère} Résolution:

L'Assemblée Générale décide d'accepter la démission, avec effet immédiat, de Monsieur Luc VERELST, de sa fonction d'Administrateur au sein de la Société.

L'Assemblée Générale décide de nommer, avec effet immédiat, à la fonction d'Administrateur en remplacement de l'Administrateur démissionnaire Monsieur Jan VAN LANCKER, demeurant professionnellement au 8, rue Heinrich Heine, L-1720 Luxembourg et ce, jusqu'à l'Assemblée Générale des Actionnaires qui se tiendra en 2016.

2^{ème} Résolution:

L'Assemblée Générale constate que le mandat de Commissaire de la société A3 T S.A. vient à échéance à la présente Assemblée Générale.

L'Assemblée Générale décide de nommer, avec effet immédiat, à la fonction de commissaire en remplacement du commissaire sortant la société Européenne de participations financières et industrielles (en abrégé Parfinindus S. à R.L.), ayant son siège social au 24, rue Saint Mathieu, L-2138 Luxembourg et inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 56.469 et ce, jusqu'à la tenue de l'Assemblée Générale Statutaire de 2016.

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

Luxembourg, le 17 septembre 2013.

Référence de publication: 2013131901/23.

(130160626) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 septembre 2013.

Breteuil Strategies S.A., Société Anonyme.

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

R.C.S. Luxembourg B 100.652.

L'an deux mille treize, le onze septembre;

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

Se réunit une assemblée générale extraordinaire des actionnaires de BRETEUIL STRATEGIES S.A., une société anonyme, ayant son siège social à L-2449 Luxembourg, 25B, boulevard Royal, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 100652, constituée suivant acte reçu par Maître Gérard LECUIT, notaire de résidence à Luxembourg, le 26 avril 2004, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 671 du 1^{er} juillet 2004.

L'assemblée est présidée par Monsieur Patrick HOUBERT, juriste, demeurant professionnellement à L-2449 Luxembourg, 25B, boulevard Royal.

Le président désigne comme secrétaire et l'assemblée choisit comme scrutatrice Madame Anna KOLESNIKOVA SCHMITT, juriste, demeurant professionnellement à L-2449 Luxembourg, 25B, boulevard Royal.

Le président prie le notaire d'acter que:

I.- Les actionnaires présents ou représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence. Cette liste et les procurations, une fois signées par les comparants et le notaire instrumentant, resteront ci-annexées pour être enregistrées avec l'acte.

II.- Il ressort de la liste de présence que les 310 (trois cent dix) actions, représentant l'intégralité du capital social sont représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont les actionnaires ont été préalablement informés.

III.- L'ordre du jour de l'assemblée est le suivant:

Ordre du jour:

1. Transfert du siège social et de l'administration centrale de la société du L-2449 Luxembourg, 25B, boulevard Royal, au 38 Karaiskaki street, Kanika Alexander Center, Block 1, 1st Floor, Office 113B, 3032 Limassol, Chypre, et adoption de la nationalité chypriote, sans toutefois que ce changement de nationalité et de transfert de siège donne lieu, ni légalement, ni fiscalement à la constitution d'une personne juridique nouvelle, et le tout sous la condition de l'inscription de la Société auprès du «Registrar of Companies and Official Receiver (D.R.C.O.R.)» de la République de Chypre;

2. Changement de la dénomination de la société en «Breteuil Strategies Ltd»;

3. Approbation d'une situation intérimaire à la date de la présente assemblée générale extraordinaire;

4. Démission du commissaire aux comptes de la société et décharge à lui accorder;

5. Démission de Messieurs Patrick Meunier et Patrick Houbert de leur poste d'administrateurs de la société et décharge à leur accorder;

6. Refonte complète des statuts, en vue de les adapter aux dispositions prévues par la loi chypriote;

7. Pouvoir à l'effet d'accomplir toutes les formalités administratives nécessaires à l'inscription de la société à Chypre;

8. Radiation de la société du Registre de Commerce de Luxembourg sur base de la preuve de l'inscription de la société à Chypre;

L'assemblée générale, après avoir délibéré, prend à l'unanimité des voix les résolutions suivantes:

Première résolution:

L'assemblée décide de transférer le siège social, et de l'administration centrale avec effet à la date de ce jour du L-2449 Luxembourg, 25 B boulevard Royal au 38 Karaiskaki street, Kanika Alexander Center, Block 1, 1st Floor, Office 113B,

3032 Limassol, Chypre, et de faire adopter par la Société la nationalité chypriote, sans toutefois que ce changement de nationalité et de transfert de siège donne lieu, ni légalement, ni fiscalement à la constitution d'une personne juridique nouvelle, et le tout sous la condition suspensive de l'inscription de la Société à Chypre.

L'assemblée constate que cette résolution a été prise en conformité avec l'article 67-1 (1) de la loi luxembourgeoise sur les sociétés commerciales.

L'assemblée constate en outre qu'aucun emprunt obligataire n'a été émis par la Société et que dès lors aucun accord des obligataires n'est requis en rapport avec les changements envisagés.

L'assemblée décide que l'adresse du siège social est transférée au 38 Karaiskaki street, Kanika Alexander Center, Block 1, 1st Floor, Office 113B, 3032 Limassol, Chypre,

le tout sur base des comptes intérimaires arrêtés à la date de la présente assemblée générale extraordinaire

Lesdits comptes intérimaires, après avoir été signés ne varietur par le mandataire et le notaire instrumentant, resteront annexés aux présentes pour être formalisés avec elles.

Deuxième résolution:

L'assemblée décide de modifier la dénomination de la société en «Breteuil Strategies Ltd».

Troisième résolution:

L'assemblée décide d'accepter la démission du commissaire aux comptes de la société et de lui accorder décharge pleine et entière pour l'exécution de son mandat.

Quatrième résolution:

L'assemblée décide d'accepter la démission de Messieurs Patrick Meunier et Patrick Houbert de leurs postes d'administrateurs de la société et de leur accorder décharge pleine et entière pour l'exécution de leurs mandats.

Cinquième résolution:

L'assemblée décide de procéder à une refonte complète des statuts en vue de les adapter aux dispositions prévues par la loi chypriote, comme suit:

Part I - Memorandum

1. For so long, and only for so long, as the Corporation is governed by the Luxembourg law of 10th August, 1915 on commercial companies as amended, any provision in these articles shall be interpreted and construed in a manner that is consistent with the Luxembourg law of 10th August, 1915 on commercial companies as amended and, to the extent that any provision cannot be so interpreted and construed, the Luxembourg law of 10th August, 1915 on commercial companies as amended shall govern to the extent of any conflict or consistency.

2. The Registered Office of the Corporation will be situated in L-2449 Luxembourg, 25 B boulevard Royal until its registration with the Department of Registrar of Companies and Official Receiver in Cyprus, and upon its registration with the Department of Registrar of Companies and Official Receiver in Cyprus, the Registered Office of the Corporation will be situated in Cyprus.

3. The objects of the Corporation are:

(1) To carry on either alone or jointly with others anywhere in the world, the business of an investment holding company and for this purpose to acquire by purchase, lease, exchange, concession, donation, assignment, license, or otherwise any kind of immovable property, buildings, rights, privileges, easements and generally any kind of immovable property of any nature or description and any interest or right in such property in relation to such property and to carry on the business of an investment company and for this purpose to acquire by purchase, exchange or otherwise shares, debentures, bonds, obligations and securities of any kind and description.

(2) To carry on either alone or jointly with others anywhere in the world, the business of digging up, excavating, extracting, crushing, selecting, sorting, processing, elaborating, packing and generally exploiting of soil, ground, sand, stones, precious stones, pebbles, rocks, marbles, minerals ore, petrifications which are situated on the surface and/or in the sub-soil, owning quarries, kilns and/or factories and/or other installations and/or establishments of any sort for the mining, digging up, extracting, crushing, selection, sorting, cleaning, processing, elaborating and packing of sand stones, pebbles, rocks marbles, petrifications, minerals ore, and the obtaining, registration, possession, sale, hire-purchase and exploitation of privileges and/or rights and/or licences of exclusivity and/or monopolies and/or State or local government concessions and/or permissions or licences or examinations and/or any other rights of any sort whatsoever concerning and/or attached to such petrifications, ore and minerals.

(3) To carry on either alone or jointly with others anywhere in the world, all or any of the businesses or undertakings of merchants, purchasers, makers, manufacturers, vendors, dealers, suppliers, distributors of any products, merchandise or chattels, to carry on the businesses of agents and managers of commercial enterprises, as well as to set-up and operate bonded factories and bonded warehouses for any kind and description of commodities, merchandise, machinery and manufacturing appliances for the transportation and movement of same through and from Cyprus to any other country.

(4) To undertake either alone or jointly with others anywhere in the world, agencies and any other kind of work on a commission basis in relation to any act, transaction or undertaking and generally to carry on the business and to provide services as consultants to any legal or natural person, State or Government, Public Corporation or Authority on commercial matters and to employ experts and other consultants for exploring the prospects and potential of any kind of commercial businesses or projects.

(5) To be engaged either alone or jointly with others in any part of the world with the production, import, trade, processing, exploitation, disposal, maintenance, advertising, promotion, acquisition of a user licence and concession for software programmes for computers and telecommunication systems and/or portals whether these belong to the Corporation or to third persons.

(6) To provide either alone or jointly with others in any part of the world the services of repairing of computers and telecommunication systems and their parts, annexes and printers, copiers, telefax apparatus and office machines, to organise and offer and generally to be interested in the organization and offering of lessons to third persons for learning matters relating to computer software, telecommunication or the computers as such.

(7) To act as computer software or internet portal designers, developers, distributors and consultants; to act as computer hardware designers, manufacturers, distributors and consultants; to provide (customised) internet-based applications, programming, web-designing and internet consulting; to create, establish, build-up, operate and maintain an organisation for the promotion, supply, management, recommendation and introduction of design, development, distribution and consultancy work of every description to persons, firms or companies; to carry on business as computer hardware and software designers, developers, manufacturers, suppliers, renovators, planning agents and consultants; to carry on business as computer contractors, installers, maintainers, repairers and general engineers and all other trades connected with domestic and commercial computers, to carry on business as general ware-housemen, factors, importers and converters and as workers of and dealers in all and every kind of material used in computer design, installation, conversion, renovation, maintenance, furnishing and preparation; to act as property owners; to enter into hire purchase agreements with the purchasers of such articles and goods aforesaid and to negotiate assign, mortgage or pledge such agreements for cash or otherwise or the payment due or rights accruing thereunder; and to manufacture, buy, sell and deal in goods, commodities and articles of all kinds likely to be required in connection with the foregoing businesses, or likely to be required by persons visiting or frequenting the Corporation's premises; to manufacture, buy, sell and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers or persons having dealings with the Corporation.

(8) To carry on the business of owners, managers, proprietors and operators of computer bureaux and agencies of every and any description; to carry on the business of designers, producers, manufacturers, wholesalers, retailers, exporters, importers, agents for the sale of and general merchants, dealers, traders, marketers, suppliers and distributors, hirers and leasers of computers and ancillary and applied equipment of every and any description; to carry on the business of computer programmers, devisers of computer languages and codes, punch card operators and as consultants and advisers into all aspects of the computer and allied industries; to carry on the business of manufacturers and dealers in computer hardware and software and peripheral equipment and continuous stationery of all kinds; to undertake the supply of such staff and other personnel that may be required by persons having dealings with the Corporation; and to undertake, perform and carry out all services in connection with the computer trades and industries; and to carry on the business of dealers in electronic, electrical and other machinery and office supplies, furniture, furnishings, and equipment of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Corporation on such terms and for such periods of time as the Corporation shall from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatsoever, of a like and similar nature.

(9) To carry on business as advisers on problems relating to the administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

(10) To engage, hire and train professional, clerical, manual, technical and other staff and workers or their services or any of them and in any way and manner acquire, possess, manufacture or assemble property of any kind or description whatsoever (including any rights over or in connection with such property) and to allocate and make available the aforesaid personnel or services or make the use of such property available on hire purchase, sale, exchange or in any other manner whatsoever, to those requiring or requesting the same or who have need of the same or their use and otherwise to utilise to make available, use or the said services or property for the benefit or interest of the Corporation; to provide or procure the provision by others of every and any business related service, need, want or requirement of any nature required by any person, firm or corporation in or in connection with any business carried on by them.

(11) To carry on any other work, undertake any other activity or perform anything which may seem to the directors capable of being conveniently or advantageously carried on or done in connection with any of the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Corporation's business property or rights.

(12) To purchase, obtain by way of gift, take on lease or sub-lease or in exchange, or otherwise acquire or possess and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, permits, licenses, stock-in-trade, and movable and immovable property of any kind and description (whether mortgaged, charged or not) necessary or convenient for the purposes of or in connection with the Corporation's business or any branch or department thereof or which may enhance the value of any other property of the Corporation.

(13) To erect, maintain, work, manage, construct, reconstruct, alter, enlarge, repair, improve, adapt, furnish decorate, control, pull down, replace any shops, offices, flats, electric or water works, apartments, workshops, mills, plants, machinery, warehouses and any other works, buildings, plants, conveniences or structures whatsoever, which the Corporation may consider desirable for the purposes of its business and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.

(14) To improve, manage, control, cultivate, develop, exploit, exchange, let on lease or otherwise assign, mortgage, charge, sell, dispose of, grant as gift, turn to account, grant rights and privileges in respect of the property, assets and rights of the Corporation or in which the Corporation is interested or otherwise deal with all or any part of the said property interests of the Corporation and to adopt at the discretion of the Corporation such means of making known and advertising the business and products of the Corporation.

(15) To manufacture, repair, import, buy, sell, export, let on, hire and generally trade or deal in any kind of accessories, articles, apparatus, mechanical installations, machinery, tools, goods, properties, property rights and rights and thing of any description capable of being used or dealt with by the Corporation in connection with any of its objects.

(16) To trade in, develop for building or other purposes, let on, lease or sublease or hire, to assign or grant license over, the whole or any part or parts of the immovable property and charge, mortgage the whole or any part or parts of the immovable property belonging to the Corporation or the rights thereon or in which the Corporation has an interest on such terms as the Corporation shall determine.

(17) To purchase or otherwise acquire all or any part of the business, assets, property and liabilities of any Corporation, organization, partnership or person, formed for all or any of the purposes within the objects of this Corporation, or carrying on any business or intending to carry on any business which this Corporation is authorised to carry on, or possessing property suitable for the purposes of the Corporation and to undertake, conduct and carry on, or liquidate and wind up, any such business and in consideration for such acquisition to pay in cash, issue shares, undertake any liabilities or acquire any interest in the vendor's business.

(18) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, brevets d'invention, copyright or secret processes, which may be useful for the Corporation's objects, and to grant licenses to use the same.

(19) To pay all costs, charges and expenses incurred or sustained in or about the promotion, formation and establishment of the Corporation, or which the Corporation shall consider to be in the nature of preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation, including therein professional fees, the cost of advertising, taxes, commissions for underwriting, brokerage, printing and stationery, salaries to employees and other similar expenses and expenses attendant upon the formation and functioning of agencies, local boards or local administration or other bodies, or expenses relating to any business or work carried on or performed prior to incorporation, which the Corporation decides to take over or continue.

(20) Upon any issue of shares, debentures or other securities of the Corporation, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of share debentures or other securities of the Corporation, or by granting of options to take the same, or in any other manner allowed by law.

(21) To borrow, raise money or secure obligations (whether of the Corporation or any other person) in such manner and on such terms as may seem expedient, including the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities, founded or based upon all or any of the property and rights of the Corporation, including its uncalled capital, or without any such security and upon such terms as to priority or otherwise, as may be thought fit.

(22) To lend and advance money or give credit to any person, firm or Corporation; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person, firm or Corporation; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person, firm or Corporation; and otherwise to assist any person or Corporation as may be thought fit.

(23) To draw, execute, issue, accept, make, endorse, discount and negotiate bills of exchange, promissory notes, bills of lading, and other negotiable or transferable instruments or securities.

(24) To advance and lend money upon such security as may be thought proper, or without any security thereof.

(25) To invest the moneys of the Corporation not immediately required in such manner, other than in the shares of this Corporation, as from time to time may be determined by the directors.

(26) To issue, or guarantee the issue of or the payment of interest on, the shares, debentures, debentures stock, or other securities or obligations of any corporation or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

(27) To acquire by subscription, purchase or otherwise and to accept, take, hold, deal in, convert and sell, any kind of shares, stock, debentures or other securities or interests in any other corporation, organization or undertaking whatsoever.

(28) To issue and allot fully or partly paid shares in the capital of the Corporation or issue debenture or securities in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Corporation or any services rendered to the Corporation and to remunerate in cash or otherwise any person, firm or Corporation rendering services to this Corporation or grant donations to such persons.

(29) To establish anywhere in the world, branch offices, regional offices, agencies and local boards and to regulate and to discontinue the same.

(30) To provide for the welfare of the employees of the Corporation (including the officers of the Corporation) or of persons formerly in the employment of the Corporation or its predecessors in business (including the officers) or employees of any subsidiary or associated or allied corporation of this Corporation (including the officers) and the wives, widows, dependents and families of such persons, by grants of money, pensions or other payments (including payments of insurance premiums) and to form, subscribe to, or otherwise aid, any trust, fund or scheme for the benefit of such persons, and any benevolent, religious, scientific, national or other institution or object having moral or other claims to support or aid, by the Corporation by reason of the nature or the locality of its operations or otherwise.

(31) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character, the support of which will, in the opinion of the Corporation, tend to increase its repute or popularity among its employees, its customers, or the public.

(32) To enter into and carry into effect any arrangement for joint ventures, union of interests, limiting competition, partnership or for sharing of profits, or for the amalgamation, with any other corporation, partnership or person carrying on business within the objects of this Corporation.

(33) To establish promote and otherwise assist any corporations or companies for the purpose of acquiring any of the property or furthering any of the objects of this Corporation or for any other purpose which may seem directly or indirectly calculated to benefit this Corporation.

(34) To apply for, promote and obtain any Law, Order, Regulation, By Law, Degree, Charter, concession, right, privilege, license or permit for enabling the Corporation to carry any of its objects into effect, or for effecting any modification of the Corporation's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may be calculated directly or indirectly to prejudice the Corporation's interest and to enter into and execute any arrangement with any Government or Authority, (supreme, municipal, local or otherwise) that may seem conducive to the Corporation's objects or any of them.

(35) To sell, dispose of, mortgage, charge, grant rights or options or transfer the business, property and undertakings of the Corporation, or any part or parts thereof, for any consideration which the Corporation may see fit to accept.

(36) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other corporation in payment or part payment for any services rendered or for any sale made to or debt owing from any such corporation.

(37) To distribute in specie or otherwise as may be resolved any assets of the Corporation among its members and particularly the shares, debentures or other securities of any other corporation belonging to this Corporation or which this Corporation may have the power of disposing.

(38) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees, principals, sub-contractors or agents for, any other corporation, firm or person, or by or through any factors, trustees, sub- contractors or agents.

(39) To procure the registration or recognition of the Corporation in any country or place; to act as secretary, manager, director or treasurer of any other corporation.

(40) Generally to do all such other things as may appear to the Corporation to be incidental or conducive to the attainment of the above objects or any of them.

Notwithstanding anything contained in the objects or in any other provision hereinabove, the Corporation:

(a) shall not provide any financial services other than to its shareholders or bodies corporate in its group of companies (for the purposes hereof the term "financial services" means dealing in investments, managing investments, giving investment advice or establishing and operating collective investment schemes and the term "investments" means shares, debentures, government and public securities, warrants, certificates representing securities, units in collective investment schemes, options, futures and contracts for difference) and

(b) shall not assume, directly or indirectly, any obligations to the public, whether in the form of deposits, securities or other evidence of debt (for the purposes hereof the term "public" does not include banking or credit institutions, the Corporation's shareholders or bodies corporate in the Corporation's own group of companies. The term "deposits" does not include sums of money received on terms which are referable to the provision of goods or services other than "financial services" as defined hereinabove. The term "debt" does not include credit obtained in relation to the provision of goods or service.

The objects set forth in any sub-clause of this clause shall not be restrictively construed, but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or

restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or marginal title or by the name of the Corporation. None of such sub-clauses or object therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Corporation shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Provided always that the Corporation will not do any business within the Republic except with the permission of the Central Bank of Cyprus or any other appropriate Government body or authority where such permission is required, and subject to the conditions of such permission, if any.

4. The liability of the members is limited.

5. The share capital of the Corporation is EUR 31.000 divided into 310 shares of EUR 100 each, with power for the Corporation to issue any of the shares in its capital, original or increased.

Part II. Interpretation

Definitions:

"board" means the board of directors of the Corporation;

"director" means a director of the Corporation;

"electronic document" means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means;

"information system" means a system used to generate, send, receive, store, or otherwise process an electronic document;

"non-business day" means Saturday, Sunday and any other day that is a public holiday in the place of the Corporation's registered office; and

"number of directors" means the number of directors of the Corporation most recently elected by the shareholders of the Corporation.

The singular includes the plural and the plural the singular and words in one gender include all genders.

Headings used herein are for convenience of reference only and shall not affect the construction or interpretation of the provisions contain herein.

Preliminary

The Corporation is a private, not a public corporation and accordingly:

(a) the right to transfer shares is restricted in manner hereinafter prescribed;

(b) the number of members of the Corporation (exclusive of persons who are in the employment of the Corporation and of persons who having been formerly in the employment of the Corporation were while in such employment and have continued after the determination of such employment to be members of the Corporation) is limited to fifty.

Provided that where two or more persons hold one or more shares in the Corporation jointly they shall for the purpose of this regulation be treated as a single member;

(c) any invitation to the public to subscribe for any shares or debentures of the Corporation is prohibited;

(d) the Corporation shall not have power to issue share warrants to bearer.

(e) by means of a special resolution of the Corporation's shareholders meeting the Registered Office of the Corporation may be transferred out the country or jurisdiction where such Registered Office is currently situated to any other country or jurisdiction.

Directors

Number. The minimum number of directors shall be one and the maximum number shall be ten.

Quorum. The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors. If, however, the number of directors is two, both directors must be present to constitute a quorum.

Election and Term. Subject to the provisions of the applicable law, the election of directors shall take place at each annual meeting of shareholders. A director not elected for an expressly stated term shall cease to hold office at the close of the first annual meeting following that director's election or appointment. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

Removal of Directors. Subject to the provisions of the applicable law, the shareholders may by ordinary resolution passed at an annual or special meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors.

Vacation of Office. A director ceases to hold office when that director dies, is removed from office by the shareholders, or ceases to be qualified for election as a director according to the provisions of the applicable law. A director also ceases to hold office when that director's written resignation is received by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

Vacancies and election of additional directors. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a causal vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office, only until the next following annual general meeting, and shall then be eligible for re-election.

Remuneration and Expenses. The remuneration of the directors shall, from time to time, be determined by the Corporation in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Corporation or in connection with the business of the Corporation. Nothing in this by-law precludes any director from serving the Corporation in any other capacity and receiving remuneration for doing so.

Powers. The business of the Corporation shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Corporation, and may exercise all such powers as are not, by the provisions of the applicable law or by these regulations, required to be exercised by the Corporation in general meeting, subject, nevertheless to any of these regulations, to the provisions of the applicable law and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Corporation in general meeting but no regulation made by Corporation in a general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

The directors may, from time to time, and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Corporation for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Meetings of directors

General The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A director may at any time, summon a meeting of the directors.

Meetings by Telephone. A director may, to the extent and in the manner permitted by law, participate in a meeting of directors or of a committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, but only if all the directors of the Corporation have consented to that form of participation. A director participating in such a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

Place of Meetings. All Board and Committee meetings may be held at any place within or outside Luxembourg, Cyprus or any other country.

Notice of Meeting. Notice of the time and place of each meeting of the board shall be given in the manner provided hereby to each director (a) not less than 48 hours before the time when the meeting is to be held if the notice is mailed, or (b) not less than 24 hours before the time the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication or as an electronic document.

Waiver of Notice. A director may in any manner or at any time waive notice of or otherwise consent to a meeting of the board including by sending an electronic document to that effect. Attendance of a director at a meeting of the board shall constitute a waiver of notice of that meeting except where a director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

Adjourned Meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Chairman. The directors may elect a chairman of their meeting and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

Votes to Govern. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

One Director Meeting. Where the board consists of only one director, that director may constitute a meeting.

Written Resolutions A resolution in writing signed or approved by letter, telegram or cablegram by each director or his alternate shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.

Committee of Directors. The board may appoint from their number one or more committees of the board, however designated, and delegate to such committee any of the powers of the board except those which, under the provisions of the applicable law, a committee of the board has no authority to exercise.

Officers

Alternate Directors. Each director shall have power, from time to time, to nominate another director or any person, not being a director, to act as his alternate director and at his discretion to remove such alternate director.

An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and shall be entitled to receive notice of all meetings of the directors and to attend, speak and vote at any such meeting at which his appointer is not present.

One person may act as alternate director to more than one director and while he is so acting, shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.

Any appointment or removal of an alternate director may be made by cable, telegram or radiogram or in any other manner approved by the directors. Any cable, telegram or radiogram shall be confirmed, as soon as possible, by letter, but may be acted upon by the Corporation meanwhile.

If a director making any such appointment, as aforesaid, shall cease to be a director otherwise than by reason of vacating his office at a meeting of the Corporation at which he is re-elected, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.

A director shall not be liable for the acts and defaults of any alternate director appointed by him.

An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

Managing Director. If appointed, the managing director shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation. The managing director shall, subject to the provisions of the applicable law, have such other powers and duties as the board may specify.

Secretary. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. No person shall be appointed or hold office as secretary who is:

- (a) the sole director of the Corporation; or
- (b) a company, the sole director of which, is the sole director of the Corporation; or
- (c) the sole director of a company which is the sole director of the Corporation.

Protection of directors and Officers

Limitation of Liability. No director or officer shall be liable (i) for the acts, receipts, neglects or defaults of any other director, officer, employee, or agent, (ii) for joining in any receipt or other act for conformity, (iii) for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, (iv) for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, (v) for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, (vi) for any loss occasioned by any error of judgment or oversight on the part of that person, (vii) for any other loss, damage or misfortune whatever which happen in the execution of the duties of that person's office or in relation thereto, unless the same are occasioned by that person's own wilful neglect or default. Nothing in this by-law, however, relieves any director or officer from the duty to act in accordance with the provisions of the applicable law or from liability for any breach of the applicable law.

Indemnity. To the extent permissible by the provisions of the applicable law, the Corporation agrees to indemnify each director and officer of the Corporation, each former director and officer of the Corporation and each individual who acts or acted at the Corporation's request as a director or officer, or each individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

Meetings of Shareholders

Annual Meetings. Subject to the provisions of the applicable law the annual meeting of shareholders shall be held at such time in each year and at such place as the directors may from time to time determine. Such meetings shall be held for the purpose of declaring a dividend, if permissible by the applicable law, considering the financial statements and the report of the board of directors and the auditors electing directors, appointing auditors and fixing their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

Extraordinary Meetings. The directors may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on such requisition, or, in default, may be convened by such requisitions of the holders of not less than ten percent (10%) of the issued shares of the Corporation that carry the right to vote at a meeting sought.. If at any time there are not sufficient directors capable of acting to form a quorum, any director or any two members of the Corporation may convene an extraordinary general meeting, in the same manner as nearly as possible as that in which meetings may be convened by the directors. Subject to the provisions of the applicable law such meetings of shareholders shall be held at such time in each year and at such place as the directors may from time to time determine.

Notice of Meetings. A meeting of the shareholders of the Corporation shall, notwithstanding that it is called by shorter notice than that specified in the applicable law, be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and

(b) in the case of any other meeting, by majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding

Chairman of the Meeting. The Chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Corporation, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.

Quorum. A quorum for the transaction of business at any meeting of shareholders shall be two (2), present in person, each being a shareholder entitled to vote at that meeting or a duly appointed proxy for a shareholder so entitled. Notwithstanding the foregoing, if the Corporation has only one shareholder entitled to vote at that meeting, or only one shareholder of any class or series of shares entitled to vote at that meeting, the shareholder present in person or by proxy constitutes a meeting and a quorum for such meeting.

Proxies. Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or the attorney of that shareholder and shall conform with the requirements of the applicable law and these regulation.

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Corporation.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Corporation, as is specified for that purpose in the notice convening the meeting, at any time before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, at any time before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"Limited I/We, of being a member/members of the above-named Corporation, hereby appoint
of or failing him of, as my/our proxy to vote for me/us or my/our behalf at the (annual extraordinary, as the case may be) general meeting of the Corporation, to be held on the day of 20 and at any adjournment thereof.

Signed this day of 20 "

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"Limited I/We,, of

, being a member/members of the above-named Corporation, hereby appoint of or failing him of, as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Corporation, to be held on the day of

20 and at any adjournment thereof.

Signed this day of 20 ".

This form is to be used in favour of*/ against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

- Strike out whichever is not desired. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity,

revocation or transfer as aforesaid, shall have been received by the Corporation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Written resolutions. Subject to the provisions of the applicable law, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Corporation duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director or other authorised officer thereof or its duly appointed attorney.

Corporation acting by representatives at meetings. Any company which is a member of the Corporation may, by resolution of its directors or other governing body, authorise such persons as it thinks fit, to act as its representative at any meeting of the Corporation or of any class of members of the Corporation, and the person so authorised shall be entitled to exercise the same powers on behalf of the company which he represents, as that company could exercise if it were an individual member of the Corporation.

Votes to Govern. At any meeting of shareholders every question shall, unless otherwise required by the applicable law, be determined by the majority of the votes cast on the question. In the case of an equality of votes either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to a second or casting vote.

Show of Hands. Subject to the provisions of the applicable law, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting as to the result of the vote upon the question and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the shareholders upon such question.

Ballots. On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the shareholders upon the question.

Transfer of Shares

Registration of Transfer. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of shareholders in respect thereof. Subject to the provisions of the applicable law, no transfer of shares shall be registered in the register of shareholders except upon presentation of the certificate representing such shares with an instrument of transfer duly executed by the registered holder or by the attorney of that holder or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board of directors may from time to time prescribe, upon compliance with such restrictions on transfer as are authorized by these regulations and upon the fulfillment of all conditions set by the applicable law.

Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

Restrictions on share transfers. The right to transfer shares of the Corporation shall be restricted so that no shares shall be registered without either:

- a) the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of the directors then in office, or
- b) the consent of the holders of a majority of the shares carrying the right to vote expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

Rights of pre-emption Except as hereinafter provided, no shares in the Corporation shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

Every member who desires to transfer any share or shares (hereinafter called the vendor) shall give to the Corporation notice in writing of such desire (hereinafter called the transfer notice). Subject as hereinafter mentioned, a transfer notice shall constitute the Corporation the vendor's agent for the sale of the share or shares specified therein (hereinafter called the said shares) in one or more lots at the discretion of the directors to the members other than the vendor, at the price to be agreed upon by the vendor and the remaining members of the Corporation, or, in case of difference or no such agreement, at the price which the auditor of the Corporation for the time being shall, by writing under his hand, certify to be in his opinion, the fair value thereof as between a willing seller and a willing buyer. A transfer notice may contain a provision that unless all the shares comprised therein are sold by the Corporation pursuant to this regulation, none shall be so sold and any such provision shall be binding on the Corporation.

If the auditor is asked to certify the fair price as aforesaid, the Corporation shall, as soon as it receives the auditor's certificate, furnish a certified copy thereof to the vendor and the vendor shall be entitled, by notice in writing given to

the Corporation within ten days of the service upon him of the said certified copy, to cancel the Corporation's authority to sell the said shares. The cost of obtaining the certificate shall be borne by the Corporation unless the vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.

Upon the price being fixed as aforesaid, and provided the vendor shall not give notice of cancellation, as aforesaid the Corporation shall forthwith, by notice in writing, inform each member other than the vendor and other than members holding employees' shares only of the number and price of the said shares and invite each such member to apply in writing to the Corporation within twenty-one days of the date of dispatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

If the said members shall within the said period of twenty-one days, apply for all or (except where the transfer notice provides otherwise) any of the said shares, the directors shall allocate the said shares (or so many of them as shall be applied for as aforesaid) to or amongst the applicants and in case of competition pro rata (as nearly as possible) according to the number of shares in the Corporation (other than employees' shares) of which they are registered or unconditionally entitled to be registered as holders, provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid; and the Corporation shall forthwith give notice of such allocations (hereinafter called an allocation notice) to the vendor and to the persons to whom the shares have been allocated and shall specify in such notice the place and time (being not earlier than fourteen and not later than twenty-eight days after the date of the notice) at which the sale of the shares so allocated shall be completed.

The vendor shall be bound to transfer the shares comprised in an allocation notice to the purchasers named therein, at the time and place therein specified; and if he shall fail to do so, the chairman of the Corporation or some other person appointed by the directors shall be deemed to have been appointed attorney of the vendor with full power to execute, complete and deliver, in the name and on behalf of the vendor, transfers of the shares to the purchasers thereof against payment of the price to the Corporation. On payment of the price to the Corporation, the purchaser shall be deemed to have obtained a good guidance for such payment and on execution and delivery of the transfer, the purchaser shall be entitled to insist upon his name being entered in the register of members as the holder by transfer of the shares. The Corporation shall forthwith pay the price into a separate bank account in the Corporation's name and shall hold such price in trust for the vendor.

During the six months following the expiry of the said period of twenty-one days referred to herein, the vendor shall be at liberty to transfer to any person and at any price (not being less than the price fixed under paragraph (c) of this regulation any share not allocated by the directors in an allocation notice. Provided that, if the vendor stipulated in his transfer notice that unless all the shares comprised therein were sold pursuant to this regulation, none should be so sold, the vendor shall not be entitled, save with the written consent of all the other members of the Corporation, to sell hereunder only some of the shares comprised in his transfer notice. Any share may be transferred by a member to the spouse, child or remoter issue or parent, brother or sister of that member or to a Corporation beneficially owned or controlled by such member and any share of a deceased member may be transferred by his personal representatives to any widow, widower, child or remoter issue or parent, brother or sister of such deceased member and shares standing in the name of the trustees of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will; and where the member is a body corporate any share may be transferred by such member to its subsidiary or holding company or to a company controlled by such holding company.

Share Certificates. Every holder of shares of the Corporation shall be entitled to a share certificate stating the number and class of shares held by that holder as shown on the members register. Share certificates, shall be in such form as the board shall from time to time approve.

Dividends and Rights

Dividends. Subject to the provisions of the applicable law, the Corporation in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

The directors may, from time to time, pay to the members such interim dividends as appear to the directors to be justified by the profits of the Corporation.

No dividend shall be paid otherwise than out of profits.

Corporate seal

The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

Continuance into other jurisdictions

Subject to the provisions of the applicable law, the Corporation may apply to the appropriate official or public body of another jurisdiction requesting that the Corporation be continued as if it had been incorporated under the laws of that other jurisdiction if the Corporation (i) is authorized by the shareholders in accordance with the provisions of the applicable law and (ii) establishes to the satisfaction of the competent authorities (e.g. the Director, the Registrar, etc)

that its proposed continuance in the other jurisdiction will not adversely affect creditors or shareholders of the Corporation.

Notices

Method of Sending Notice. Any notice (which term includes any communication or document) to be sent to a shareholder, director, officer, or to the auditor shall be sufficiently sent if (i) delivered personally to the person to whom it is to be sent, (ii) delivered to the recorded address or mailed to the recorded address of that person by prepaid mail (iii) sent to that person at the recorded address by any means of prepaid transmitted or recorded communication or (iv) provided as an electronic document to the information system of that person. A notice so delivered shall be deemed to have been sent when it is delivered personally or to the recorded address. A notice so mailed shall be deemed to have been sent when deposited in a post office or public letter box and shall be deemed to have been received on the fifth day after so depositing. A notice so sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been sent when dispatched by the Corporation if it uses its own facilities or information system and otherwise when delivered to the appropriate communication Corporation or agency or its representative for dispatch. Notices sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been received on the business day on which such notices were sent, or on the next business day following, if sent on a day other than a business day. The secretary may change or cause to be changed the recorded address, including any address to which electronic communications of any kind may be sent, of any shareholder, director, officer or auditor in accordance with any information believed by the secretary to be reliable. The recorded address of a director shall be the latest address of that director as shown in the records of the Corporation.

Waiver of Notice. Any shareholder (or the duly appointed proxy holder of that shareholder), director, officer or auditor may at any time waive any notice, or waive or abridge the time for any notice, required to be given to that shareholder under any provisions of the applicable law, and these regulations and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board which may be given in any manner.

Sixième résolution:

L'assemblée décide d'accorder tous pouvoirs généralement quelconques à tout porteur d'une expédition des présentes, agissant individuellement, à l'effet d'accomplir toutes les formalités administratives nécessaires à l'inscription de la société à Chypre.

Septième résolution:

L'assemblée décide de d'accorder tous pouvoirs généralement quelconques à tout porteur d'une expédition des présentes, agissant individuellement, à l'effet de radier l'inscription de la société au Luxembourg sur base de la preuve de l'inscription de la société à Chypre.

En l'absence d'autres points à l'ordre du jour, le président a ajourné l'assemblée.

Frais

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

Déclaration

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

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

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

suit la version en langue anglaise du texte qui précède:

In the year two thousand and thirteen, on the eleventh of September;

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

Is held an Extraordinary General Meeting of the shareholders of BRETEUIL STRATEGIES S.A., a public limited company (société anonyme), having its registered office at L-2449 Luxembourg, 25B, boulevard Royal, registered with the Trade and Companies Registry of Luxembourg, section B, under number 100652, incorporated pursuant to a deed of Me Gérard LECUIT, notary residing in Luxembourg, on April 26, 2004, published in the Mémorial C, Recueil des Sociétés et Associations, number 671 of July 1, 2004.

The meeting is presided by Mr. Patrick HOUBERT, jurist, residing professionally in L-2449 Luxembourg, 25B, boulevard Royal.

The chairman appoints as secretary and the meeting elects as scrutineer Mrs. Anna KOLESNIKOVA SCHMITT, jurist residing professionally in L-2449 Luxembourg, 25B, boulevard Royal.

The chairman requests the notary to act that:

I.- The shareholders present or represented and the number of shares held by each of them are shown on an attendance list. That list and proxies, signed by the appearing persons and the notary, shall remain here annexed to be registered with the minutes.

II.- As appears from the attendance list, the 310 (three hundred and ten) shares, representing the whole capital of the corporation, are represented so that the meeting can validly decide on all the items of the agenda of which the shareholders have been beforehand informed.

III.- The agenda of the meeting is the following:

Agenda

1. Transfer of the domicile, the registered office and the central administrative seat of the company from L-2449 Luxembourg, 25 B boulevard Royal to 38 Karaiskaki street, Kanika Alexander Center, Block 1, 1st Floor, Office 113B, 3032 Limassol, Cyprus, and adoption of the Cypriot nationality, without however that such change in nationality and transfer of the registered office will imply from a legal and tax point of view the incorporation of a new legal entity, the whole subject to the registration of the company with the Registrar of Companies and Official Receiver (D.R.C.O.R.) of the Republic of Cyprus;

2. Change of the company's denomination into "Breteuil Strategies Ltd";

3. Approval of an interim balance sheet as at the date of this Extraordinary General Meeting;

4. Resignation of the statutory auditor and discharge to be given to him;

5. Resignation of Mess. Patrick Meunier and Patrick Houbert from their directors' mandates and discharge to be given to them;

6. Complete updating of the by-laws in order to adapt them to the provisions laid down by Cypriot Law;

7. Power to be given in order to handle all administrative formalities relating to the registration of the Company in Cyprus;

8. Cancellation of the Company from the Luxembourg Trade and Companies Register on basis of an evidence of the Company's registration in Cyprus;

9. Miscellaneous.

After the foregoing was approved by the meeting, the meeting unanimously takes the following resolutions:

First resolution:

The meeting decides to transfer the registered office and the central administrative seat of the company with effect as of today from the Grand-Duchy of Luxembourg to the Republic of Cyprus and to change the Company's nationality into Cypriot nationality, without however that such change in nationality and transfer of the registered office will imply from a legal and tax point of view the incorporation of a new legal entity, the whole under the suspensive condition of registration of the Company with the Registrar of Companies and Official Receiver (D.R.C.O.R.) of the Republic of Cyprus.

The meeting states that this resolution has been taken in compliance with article 67-1 (1) of the Luxembourg company law.

The meeting states that no bond has been issued by the Company and consequently no agreement of the bond holders is required in relation with the expected changes.

The meeting resolved that the address of its registered office in Cyprus shall be fixed at 38 Karaiskaki street, Kanika Alexander Center, Block 1, 1st Floor, Office 113B, 3032 Limassol, Cyprus, the whole on basis on the accounts as at the date of this Extraordinary General Meeting

The said accounts signed "ne varietur" by the persons appearing and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Second resolution:

The meeting decides to change the company's denomination into "Breteuil Strategies Ltd".

Third resolution:

The meeting decides to accept the resignation of the current statutory auditor of the company and to grant full and entire discharge to him for the execution of his mandate.

Fourth resolution:

The meeting decides to accept the resignation of Mess. Patrick Meunier and Patrick Houbert from their Director's mandates and to grant full and entire discharge to them for the execution of their mandates.

Fifth resolution:

The meeting decides to proceed with the complete updating of the by-laws in order to adapt them to the provisions laid down by Cypriot Law as follows:

Part I - Memorandum

1. For so long, and only for so long, as the Corporation is governed by the Luxembourg law of 10th August, 1915 on commercial companies as amended, any provision in these articles shall be interpreted and construed in a manner that is consistent with the Luxembourg law of 10th August, 1915 on commercial companies as amended and, to the extent that any provision cannot be so interpreted and construed, the Luxembourg law of 10th August, 1915 on commercial companies as amended shall govern to the extent of any conflict or consistency.

2. The Registered Office of the Corporation will be situated in L-2449 Luxembourg, 25B, boulevard Royal until its registration with the Department of Registrar of Companies and Official Receiver in Cyprus, and upon its registration with the Department of Registrar of Companies and Official Receiver in Cyprus, the Registered Office of the Corporation will be situated in Cyprus.

3. The objects of the Corporation are:

(1) To carry on either alone or jointly with others anywhere in the world, the business of an investment holding company and for this purpose to acquire by purchase, lease, exchange, concession, donation, assignment, license, or otherwise any kind of immovable property, buildings, rights, privileges, easements and generally any kind of immovable property of any nature or description and any interest or right in such property in relation to such property and to carry on the business of an investment company and for this purpose to acquire by purchase, exchange or otherwise shares, debentures, bonds, obligations and securities of any kind and description.

(2) To carry on either alone or jointly with others anywhere in the world, the business of digging up, excavating, extracting, crushing, selecting, sorting, processing, elaborating, packing and generally exploiting of soil, ground, sand, stones, precious stones, pebbles, rocks, marbles, minerals ore, petrifications which are situated on the surface and/or in the sub-soil, owning quarries, kilns and/or factories and/or other installations and/or establishments of any sort for the mining, digging up, extracting, crushing, selection, sorting, cleaning, processing, elaborating and packing of sand stones, pebbles, rocks marbles, petrifications, minerals ore, and the obtaining, registration, possession, sale, hire-purchase and exploitation of privileges and/or rights and/or licences of exclusivity and/or monopolies and/or State or local government concessions and/or permissions or licences or examinations and/or any other rights of any sort whatsoever concerning and/or attached to such petrifications, ore and minerals.

(3) To carry on either alone or jointly with others anywhere in the world, all or any of the businesses or undertakings of merchants, purchasers, makers, manufacturers, vendors, dealers, suppliers, distributors of any products, merchandise or chattels, to carry on the businesses of agents and managers of commercial enterprises, as well as to set-up and operate bonded factories and bonded warehouses for any kind and description of commodities, merchandise, machinery and manufacturing appliances for the transportation and movement of same through and from Cyprus to any other country.

(4) To undertake either alone or jointly with others anywhere in the world, agencies and any other kind of work on a commission basis in relation to any act, transaction or undertaking and generally to carry on the business and to provide services as consultants to any legal or natural person, State or Government, Public Corporation or Authority on commercial matters and to employ experts and other consultants for exploring the prospects and potential of any kind of commercial businesses or projects.

(5) To be engaged either alone or jointly with others in any part of the world with the production, import, trade, processing, exploitation, disposal, maintenance, advertising, promotion, acquisition of a user licence and concession for software programmes for computers and telecommunication systems and/or portals whether these belong to the Corporation or to third persons.

(6) To provide either alone or jointly with others in any part of the world the services of repairing of computers and telecommunication systems and their parts, annexes and printers, copiers, telefax apparatus and office machines, to organise and offer and generally to be interested in the organization and offering of lessons to third persons for learning matters relating to computer software, telecommunication or the computers as such.

(7) To act as computer software or internet portal designers, developers, distributors and consultants; to act as computer hardware designers, manufacturers, distributors and consultants; to provide (customised) internet-based applications, programming, web-designing and internet consulting; to create, establish, build-up, operate and maintain an organisation for the promotion, supply, management, recommendation and introduction of design, development, distribution and consultancy work of every description to persons, firms or companies; to carry on business as computer hardware and software designers, developers, manufacturers, suppliers, renovators, planning agents and consultants; to carry on business as computer contractors, installers, maintainers, repairers and general engineers and all other trades connected with domestic and commercial computers, to carry on business as general ware-housemen, factors, importers and converters and as workers of and dealers in all and every kind of material used in computer design, installation, conversion, renovation, maintenance, furnishing and preparation; to act as property owners; to enter into hire purchase agreements with the purchasers of such articles and goods aforesaid and to negotiate assign, mortgage or pledge such

agreements for cash or otherwise or the payment due or rights accruing thereunder; and to manufacture, buy, sell and deal in goods, commodities and articles of all kinds likely to be required in connection with the foregoing businesses, or likely to be required by persons visiting or frequenting the Corporation's premises; to manufacture, buy, sell and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers or persons having dealings with the Corporation.

(8) To carry on the business of owners, managers, proprietors and operators of computer bureaux and agencies of every and any description; to carry on the business of designers, producers, manufacturers, wholesalers, retailers, exporters, importers, agents for the sale of and general merchants, dealers, traders, marketers, suppliers and distributors, hirers and lessors of computers and ancillary and applied equipment of every and any description; to carry on the business of computer programmers, devisers of computer languages and codes, punch card operators and as consultants and advisers into all aspects of the computer and allied industries; to carry on the business of manufacturers and dealers in computer hardware and software and peripheral equipment and continuous stationery of all kinds; to undertake the supply of such staff and other personnel that may be required by persons having dealings with the Corporation; and to undertake, perform and carry out all services in connection with the computer trades and industries; and to carry on the business of dealers in electronic, electrical and other machinery and office supplies, furniture, furnishings, and equipment of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Corporation on such terms and for such periods of time as the Corporation shall from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatsoever, of a like and similar nature.

(9) To carry on business as advisers on problems relating to the administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

(10) To engage, hire and train professional, clerical, manual, technical and other staff and workers or their services or any of them and in any way and manner acquire, possess, manufacture or assemble property of any kind or description whatsoever (including any rights over or in connection with such property) and to allocate and make available the aforesaid personnel or services or make the use of such property available on hire purchase, sale, exchange or in any other manner whatsoever, to those requiring or requesting the same or who have need of the same or their use and otherwise to utilise to make available, use or the said services or property for the benefit or interest of the Corporation; to provide or procure the provision by others of every and any business related service, need, want or requirement of any nature required by any person, firm or corporation in or in connection with any business carried on by them.

(11) To carry on any other work, undertake any other activity or perform anything which may seem to the directors capable of being conveniently or advantageously carried on or done in connection with any of the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Corporation's business property or rights.

(12) To purchase, obtain by way of gift, take on lease or sub-lease or in exchange, or otherwise acquire or possess and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, permits, licenses, stock-in-trade, and movable and immovable property of any kind and description (whether mortgaged, charged or not) necessary or convenient for the purposes of or in connection with the Corporation's business or any branch or department thereof or which may enhance the value of any other property of the Corporation.

(13) To erect, maintain, work, manage, construct, reconstruct, alter, enlarge, repair, improve, adapt, furnish, decorate, control, pull down, replace any shops, offices, flats, electric or water works, apartments, workshops, mills, plants, machinery, warehouses and any other works, buildings, plants, conveniences or structures whatsoever, which the Corporation may consider desirable for the purposes of its business and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.

(14) To improve, manage, control, cultivate, develop, exploit, exchange, let on lease or otherwise assign, mortgage, charge, sell, dispose of, grant as gift, turn to account, grant rights and privileges in respect of the property, assets and rights of the Corporation or in which the Corporation is interested or otherwise deal with all or any part of the said property interests of the Corporation and to adopt at the discretion of the Corporation such means of making known and advertising the business and products of the Corporation.

(15) To manufacture, repair, import, buy, sell, export, let on, hire and generally trade or deal in any kind of accessories, articles, apparatus, mechanical installations, machinery, tools, goods, properties, property rights and rights and thing of any description capable of being used or dealt with by the Corporation in connection with any of its objects.

(16) To trade in, develop for building or other purposes, let on, lease or sublease or hire, to assign or grant license over, the whole or any part or parts of the immovable property and charge, mortgage the whole or any part or parts of the immovable property belonging to the Corporation or the rights thereon or in which the Corporation has an interest on such terms as the Corporation shall determine.

(17) To purchase or otherwise acquire all or any part of the business, assets, property and liabilities of any Corporation, organization, partnership or person, formed for all or any of the purposes within the objects of this Corporation, or carrying on any business or intending to carry on any business which this Corporation is authorised to carry on, or possessing property suitable for the purposes of the Corporation and to undertake, conduct and carry on, or liquidate and wind up, any such business and in consideration for such acquisition to pay in cash, issue shares, undertake any liabilities or acquire any interest in the vendor's business.

(18) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, brevets d'invention, copyright or secret processes, which may be useful for the Corporation's objects, and to grant licenses to use the same.

(19) To pay all costs, charges and expenses incurred or sustained in or about the promotion, formation and establishment of the Corporation, or which the Corporation shall consider to be in the nature of preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation, including therein professional fees, the cost of advertising, taxes, commissions for underwriting, brokerage, printing and stationery, salaries to employees and other similar expenses and expenses attendant upon the formation and functioning of agencies, local boards or local administration or other bodies, or expenses relating to any business or work carried on or performed prior to incorporation, which the Corporation decides to take over or continue.

(20) Upon any issue of shares, debentures or other securities of the Corporation, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of share debentures or other securities of the Corporation, or by granting of options to take the same, or in any other manner allowed by law.

(21) To borrow, raise money or secure obligations (whether of the Corporation or any other person) in such manner and on such terms as may seem expedient, including the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities, founded or based upon all or any of the property and rights of the Corporation, including its uncalled capital, or without any such security and upon such terms as to priority or otherwise, as may be thought fit.

(22) To lend and advance money or give credit to any person, firm or Corporation; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person, firm or Corporation; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person, firm or Corporation; and otherwise to assist any person or Corporation as may be thought fit.

(23) To draw, execute, issue, accept, make, endorse, discount and negotiate bills of exchange, promissory notes, bills of lading, and other negotiable or transferable instruments or securities.

(24) To advance and lend money upon such security as may be thought proper, or without any security thereof.

(25) To invest the moneys of the Corporation not immediately required in such manner, other than in the shares of this Corporation, as from time to time may be determined by the directors.

(26) To issue, or guarantee the issue of or the payment of interest on, the shares, debentures, debentures stock, or other securities or obligations of any corporation or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

(27) To acquire by subscription, purchase or otherwise and to accept, take, hold, deal in, convert and sell, any kind of shares, stock, debentures or other securities or interests in any other corporation, organization or undertaking whatsoever.

(28) To issue and allot fully or partly paid shares in the capital of the Corporation or issue debenture or securities in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Corporation or any services rendered to the Corporation and to remunerate in cash or otherwise any person, firm or Corporation rendering services to this Corporation or grant donations to such persons.

(29) To establish anywhere in the world, branch offices, regional offices, agencies and local boards and to regulate and to discontinue the same.

(30) To provide for the welfare of the employees of the Corporation (including the officers of the Corporation) or of persons formerly in the employment of the Corporation or its predecessors in business (including the officers) or employees of any subsidiary or associated or allied corporation of this Corporation (including the officers) and the wives, widows, dependents and families of such persons, by grants of money, pensions or other payments (including payments of insurance premiums) and to form, subscribe to, or otherwise aid, any trust, fund or scheme for the benefit of such persons, and any benevolent, religious, scientific, national or other institution or object having moral or other claims to support or aid, by the Corporation by reason of the nature or the locality of its operations or otherwise.

(31) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character, the support of which will, in the opinion of the Corporation, tend to increase its repute or popularity among its employees, its customers, or the public.

(32) To enter into and carry into effect any arrangement for joint ventures, union of interests, limiting competition, partnership or for sharing of profits, or for the amalgamation, with any other corporation, partnership or person carrying on business within the objects of this Corporation.

(33) To establish promote and otherwise assist any corporations or companies for the purpose of acquiring any of the property or furthering any of the objects of this Corporation or for any other purpose which may seem directly or indirectly calculated to benefit this Corporation.

(34) To apply for, promote and obtain any Law, Order, Regulation, By Law, Degree, Charter, concession, right, privilege, license or permit for enabling the Corporation to carry any of its objects into effect, or for effecting any modification of the Corporation's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may be calculated directly or indirectly to prejudice the Corporation's interest and to enter into and execute any arrangement with any Government or Authority, (supreme, municipal, local or otherwise) that may seem conducive to the Corporation's objects or any of them.

(35) To sell, dispose of, mortgage, charge, grant rights or options or transfer the business, property and undertakings of the Corporation, or any part or parts thereof, for any consideration which the Corporation may see fit to accept.

(36) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other corporation in payment or part payment for any services rendered or for any sale made to or debt owing from any such corporation.

(37) To distribute in specie or otherwise as may be resolved any assets of the Corporation among its members and particularly the shares, debentures or other securities of any other corporation belonging to this Corporation or which this Corporation may have the power of disposing.

(38) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees, principals, sub-contractors or agents for, any other corporation, firm or person, or by or through any factors, trustees, sub-contractors or agents.

(39) To procure the registration or recognition of the Corporation in any country or place; to act as secretary, manager, director or treasurer of any other corporation.

(40) Generally to do all such other things as may appear to the Corporation to be incidental or conducive to the attainment of the above objects or any of them.

Notwithstanding anything contained in the objects or in any other provision hereinabove, the Corporation:

(a) shall not provide any financial services other than to its shareholders or bodies corporate in its group of companies (for the purposes hereof the term "financial services" means dealing in investments, managing investments, giving investment advice or establishing and operating collective investment schemes and the term "investments" means shares, debentures, government and public securities, warrants, certificates representing securities, units in collective investment schemes, options, futures and contracts for difference) and

(b) shall not assume, directly or indirectly, any obligations to the public, whether in the form of deposits, securities or other evidence of debt (for the purposes hereof the term "public" does not include banking or credit institutions, the Corporation's shareholders or bodies corporate in the Corporation's own group of companies. The term "deposits" does not include sums of money received on terms which are referable to the provision of goods or services other than "financial services" as defined hereinabove. The term "debt" does not include credit obtained in relation to the provision of goods or service.

The objects set forth in any sub-clause of this clause shall not be restrictively construed, but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or marginal title or by the name of the Corporation. None of such sub-clauses or object therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Corporation shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Provided always that the Corporation will not do any business within the Republic except with the permission of the Central Bank of Cyprus or any other appropriate Government body or authority where such permission is required, and subject to the conditions of such permission, if any.

4. The liability of the members is limited.

5. The share capital of the Corporation is EUR 31.000 divided into 310 shares of EUR 100 each, with power for the Corporation to issue any of the shares in its capital, original or increased.

Part II. Interpretation

Definitions:

"board" means the board of directors of the Corporation;

"director" means a director of the Corporation;

"electronic document" means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means;

"information system" means a system used to generate, send, receive, store, or otherwise process an electronic document;

"non-business day" means Saturday, Sunday and any other day that is a public holiday in the place of the Corporation's registered office; and

"number of directors" means the number of directors of the Corporation most recently elected by the shareholders of the Corporation.

The singular includes the plural and the plural the singular and words in one gender include all genders.

Headings used herein are for convenience of reference only and shall not affect the construction or interpretation of the provisions contain herein.

Preliminary

The Corporation is a private, not a public corporation and accordingly:

(a) the right to transfer shares is restricted in manner hereinafter prescribed;

(b) the number of members of the Corporation (exclusive of persons who are in the employment of the Corporation and of persons who having been formerly in the employment of the Corporation were while in such employment and have continued after the determination of such employment to be members of the Corporation) is limited to fifty.

Provided that where two or more persons hold one or more shares in the Corporation jointly they shall for the purpose of this regulation be treated as a single member;

(c) any invitation to the public to subscribe for any shares or debentures of the Corporation is prohibited;

(d) the Corporation shall not have power to issue share warrants to bearer.

(e) by means of a special resolution of the Corporation's shareholders meeting the Registered Office of the Corporation may be transferred out the country or jurisdiction where such Registered Office is currently situated to any other country or jurisdiction.

Directors

Number. The minimum number of directors shall be one and the maximum number shall be ten.

Quorum. The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors. If, however, the number of directors is two, both directors must be present to constitute a quorum.

Election and Term. Subject to the provisions of the applicable law, the election of directors shall take place at each annual meeting of shareholders. A director not elected for an expressly stated term shall cease to hold office at the close of the first annual meeting following that director's election or appointment. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

Removal of Directors. Subject to the provisions of the applicable law, the shareholders may by ordinary resolution passed at an annual or special meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors.

Vacation of Office. A director ceases to hold office when that director dies, is removed from office by the shareholders, or ceases to be qualified for election as a director according to the provisions of the applicable law. A director also ceases to hold office when that director's written resignation is received by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

Vacancies and election of additional directors. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a causal vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office, only until the next following annual general meeting, and shall then be eligible for re-election.

Remuneration and Expenses. The remuneration of the directors shall, from time to time, be determined by the Corporation in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Corporation or in connection with the business of the Corporation. Nothing in this by-law precludes any director from serving the Corporation in any other capacity and receiving remuneration for doing so.

Powers. The business of the Corporation shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Corporation, and may exercise all such powers as are not, by the provisions of the applicable law or by these regulations, required to be exercised by the Corporation in general meeting, subject, nevertheless to any of these regulations, to the provisions of the applicable law and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Corporation in general meeting but no regulation made by Corporation a in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

The directors may, from time to time, and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Corporation for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons

dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Meetings of directors

General The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A director may at any time, summon a meeting of the directors.

Meetings by Telephone. A director may, to the extent and in the manner permitted by law, participate in a meeting of directors or of a committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, but only if all the directors of the Corporation have consented to that form of participation. A director participating in such a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

Place of Meetings. All Board and Committee meetings may be held at any place within or outside Luxembourg, Cyprus or any other country.

Notice of Meeting. Notice of the time and place of each meeting of the board shall be given in the manner provided hereby to each director (a) not less than 48 hours before the time when the meeting is to be held if the notice is mailed, or (b) not less than 24 hours before the time the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication or as an electronic document.

Waiver of Notice. A director may in any manner or at any time waive notice of or otherwise consent to a meeting of the board including by sending an electronic document to that effect. Attendance of a director at a meeting of the board shall constitute a waiver of notice of that meeting except where a director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

Adjourned Meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Chairman. The directors may elect a chairman of their meeting and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

Votes to Govern. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

One Director Meeting. Where the board consists of only one director, that director may constitute a meeting.

Written Resolutions A resolution in writing signed or approved by letter, telegram or cablegram by each director or his alternate shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.

Committee of Directors. The board may appoint from their number one or more committees of the board, however designated, and delegate to such committee any of the powers of the board except those which, under the provisions of the applicable law, a committee of the board has no authority to exercise.

Officers

Alternate Directors. Each director shall have power, from time to time, to nominate another director or any person, not being a director, to act as his alternate director and at his discretion to remove such alternate director.

An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and shall be entitled to receive notice of all meetings of the directors and to attend, speak and vote at any such meeting at which his appointer is not present.

One person may act as alternate director to more than one director and while he is so acting, shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.

Any appointment or removal of an alternate director may be made by cable, telegram or radiogram or in any other manner approved by the directors. Any cable, telegram or radiogram shall be confirmed, as soon as possible, by letter, but may be acted upon by the Corporation meanwhile.

If a director making any such appointment, as aforesaid, shall cease to be a director otherwise than by reason of vacating his office at a meeting of the Corporation at which he is re-elected, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.

A director shall not be liable for the acts and defaults of any alternate director appointed by him.

An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

Managing Director. If appointed, the managing director shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation. The managing director shall, subject to the provisions of the applicable law, have such other powers and duties as the board may specify.

Secretary. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. No person shall be appointed or hold office as secretary who is:

- (a) the sole director of the Corporation; or
- (b) a company, the sole director of which, is the sole director of the Corporation; or
- (c) the sole director of a company which is the sole director of the Corporation.

Protection of directors and Officers

Limitation of Liability. No director or officer shall be liable (i) for the acts, receipts, neglects or defaults of any other director, officer, employee, or agent, (ii) for joining in any receipt or other act for conformity, (iii) for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, (iv) for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, (v) for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, (vi) for any loss occasioned by any error of judgment or oversight on the part of that person, (vii) for any other loss, damage or misfortune whatever which happen in the execution of the duties of that person's office or in relation thereto, unless the same are occasioned by that person's own wilful neglect or default. Nothing in this by-law, however, relieves any director or officer from the duty to act in accordance with the provisions of the applicable law or from liability for any breach of the applicable law.

Indemnity. To the extent permissible by the provisions of the applicable law, the Corporation agrees to indemnify each director and officer of the Corporation, each former director and officer of the Corporation and each individual who acts or acted at the Corporation's request as a director or officer, or each individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

Meetings of shareholders

Annual Meetings. Subject to the provisions of the applicable law the annual meeting of shareholders shall be held at such time in each year and at such place as the directors may from time to time determine. Such meetings shall be held for the purpose of declaring a dividend, if permissible by the applicable law, considering the financial statements and the report of the board of directors and the auditors electing directors, appointing auditors and fixing their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

Extraordinary Meetings. The directors may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on such requisition, or, in default, may be convened by such requisitions of the holders of not less than ten percent (10%) of the issued shares of the Corporation that carry the right to vote at a meeting sought.. If at any time there are not sufficient directors capable of acting to form a quorum, any director or any two members of the Corporation may convene an extraordinary general meeting, in the same manner as nearly as possible as that in which meetings may be convened by the directors. Subject to the provisions of the applicable law such meetings of shareholders shall be held at such time in each year and at such place as the directors may from time to time determine.

Notice of Meetings. A meeting of the shareholders of the Corporation shall, notwithstanding that it is called by shorter notice than that specified in the applicable law, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding

Chairman of the Meeting. The Chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Corporation, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.

Quorum. A quorum for the transaction of business at any meeting of shareholders shall be two (2), present in person, each being a shareholder entitled to vote at that meeting or a duly appointed proxy for a shareholder so entitled. Notwithstanding the foregoing, if the Corporation has only one shareholder entitled to vote at that meeting, or only one shareholder of any class or series of shares entitled to vote at that meeting, the shareholder present in person or by proxy constitutes a meeting and a quorum for such meeting.

Proxies. Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or the attorney of that shareholder and shall conform with the requirements of the applicable law and these regulation.

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Corporation.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Corporation, as is specified for that purpose in the notice convening the meeting, at any time before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, at any time before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"Limited I/We, of

being a member/members of the above-named Corporation, hereby appoint of or failing him of, as my/our proxy to vote for me/us or my/our behalf at the (annual extraordinary, as the case may be) general meeting of the Corporation, to be held on the day of 20 and at any adjournment thereof.

Signed this day of 20 "

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"Limited I/We,, of

,being a member/members of the above-named Corporation, hereby appoint of or failing him of, as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Corporation, to be held on the day of

20 and at any adjournment thereof.

Signed this day of 20 ".

This form is to be used in favour of*/ against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

- Strike out whichever is not desired. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid, shall have been received by the Corporation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Written resolutions. Subject to the provisions of the applicable law, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Corporation duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director or other authorised officer thereof or its duly appointed attorney.

Corporation acting by representatives at meetings. Any company which is a member of the Corporation may, by resolution of its directors or other governing body, authorise such persons as it thinks fit, to act as its representative at any meeting of the Corporation or of any class of members of the Corporation, and the person so authorised shall be entitled to exercise the same powers on behalf of the company which he represents, as that company could exercise if it were an individual member of the Corporation.

Votes to Govern. At any meeting of shareholders every question shall, unless otherwise required by the applicable law, be determined by the majority of the votes cast on the question. In the case of an equality of votes either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to a second or casting vote.

Show of Hands. Subject to the provisions of the applicable law, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting as to the result of the vote upon the question and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the shareholders upon such question.

Ballots. On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the shareholders upon the question.

Transfer of Shares

Registration of Transfer. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of shareholders in respect thereof. Subject to the provisions of the applicable law, no transfer of shares shall be registered in the register of shareholders except upon presentation of the certificate representing such shares with an instrument of transfer duly executed by the registered holder or by the attorney of that holder or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board of directors may from time to time prescribe, upon compliance with such restrictions on transfer as are authorized by these regulations and upon the fulfillment of all conditions set by the applicable law.

Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

Restrictions on share transfers. The right to transfer shares of the Corporation shall be restricted so that no shares shall be registered without either:

- a) the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of the directors then in office, or
- b) the consent of the holders of a majority of the shares carrying the right to vote expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

Rights of pre-emption Except as hereinafter provided, no shares in the Corporation shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

Every member who desires to transfer any share or shares (hereinafter called the vendor) shall give to the Corporation notice in writing of such desire (hereinafter called the transfer notice). Subject as hereinafter mentioned, a transfer notice shall constitute the Corporation the vendor's agent for the sale of the share or shares specified therein (hereinafter called the said shares) in one or more lots at the discretion of the directors to the members other than the vendor, at the price to be agreed upon by the vendor and the remaining members of the Corporation, or, in case of difference or no such agreement, at the price which the auditor of the Corporation for the time being shall, by writing under his hand, certify to be in his opinion, the fair value thereof as between a willing seller and a willing buyer. A transfer notice may contain a provision that unless all the shares comprised therein are sold by the Corporation pursuant to this regulation, none shall be so sold and any such provision shall be binding on the Corporation.

If the auditor is asked to certify the fair price as aforesaid, the Corporation shall, as soon as it receives the auditor's certificate, furnish a certified copy thereof to the vendor and the vendor shall be entitled, by notice in writing given to the Corporation within ten days of the service upon him of the said certified copy, to cancel the Corporation's authority to sell the said shares. The cost of obtaining the certificate shall be borne by the Corporation unless the vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.

Upon the price being fixed as aforesaid, and provided the vendor shall not give notice of cancellation, as aforesaid the Corporation shall forthwith, by notice in writing, inform each member other than the vendor and other than members holding employees' shares only of the number and price of the said shares and invite each such member to apply in writing to the Corporation within twenty-one days of the date of dispatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

If the said members shall within the said period of twenty-one days, apply for all or (except where the transfer notice provides otherwise) any of the said shares, the directors shall allocate the said shares (or so many of them as shall be applied for as aforesaid) to or amongst the applicants and in case of competition pro rata (as nearly as possible) according to the number of shares in the Corporation (other than employees' shares) of which they are registered or unconditionally entitled to be registered as holders, provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid; and the Corporation shall forthwith give notice of such allocations (hereinafter called an allocation notice) to the vendor and to the persons to whom the shares have been allocated and shall specify in such notice the place and time (being not earlier than fourteen and not later than twenty-eight days after the date of the notice) at which the sale of the shares so allocated shall be completed.

The vendor shall be bound to transfer the shares comprised in an allocation notice to the purchasers named therein, at the time and place therein specified; and if he shall fail to do so, the chairman of the Corporation or some other person appointed by the directors shall be deemed to have been appointed attorney of the vendor with full power to execute, complete and deliver, in the name and on behalf of the vendor, transfers of the shares to the purchasers thereof against payment of the price to the Corporation. On payment of the price to the Corporation, the purchaser shall be deemed to have obtained a good guidance for such payment and on execution and delivery of the transfer, the purchaser shall be entitled to insist upon his name being entered in the register of members as the holder by transfer of the shares. The

Corporation shall forthwith pay the price into a separate bank account in the Corporation's name and shall hold such price in trust for the vendor.

During the six months following the expiry of the said period of twenty-one days referred to herein, the vendor shall be at liberty to transfer to any person and at any price (not being less than the price fixed under paragraph (c) of this regulation any share not allocated by the directors in an allocation notice. Provided that, if the vendor stipulated in his transfer notice that unless all the shares comprised therein were sold pursuant to this regulation, none should be so sold, the vendor shall not be entitled, save with the written consent of all the other members of the Corporation, to sell hereunder only some of the shares comprised in his transfer notice. Any share may be transferred by a member to the spouse, child or remoter issue or parent, brother or sister of that member or to a Corporation beneficially owned or controlled by such member and any share of a deceased member may be transferred by his personal representatives to any widow, widower, child or remoter issue or parent, brother or sister of such deceased member and shares standing in the name of the trustees of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will; and where the member is a body corporate any share may be transferred by such member to its subsidiary or holding company or to a company controlled by such holding company.

Share Certificates. Every holder of shares of the Corporation shall be entitled to a share certificate stating the number and class of shares held by that holder as shown on the members register. Share certificates, shall be in such form as the board shall from time to time approve.

Dividends and Rights

Dividends. Subject to the provisions of the applicable law, the Corporation in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

The directors may, from time to time, pay to the members such interim dividends as appear to the directors to be justified by the profits of the Corporation.

No dividend shall be paid otherwise than out of profits.

Corporate seal

The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

Continuance into other jurisdictions

Subject to the provisions of the applicable law, the Corporation may apply to the appropriate official or public body of another jurisdiction requesting that the Corporation be continued as if it had been incorporated under the laws of that other jurisdiction if the Corporation (i) is authorized by the shareholders in accordance with the provisions of the applicable law and (ii) establishes to the satisfaction of the competent authorities (e.g. the Director, the Registrar, etc) that its proposed continuance in the other jurisdiction will not adversely affect creditors or shareholders of the Corporation.

Notices

Method of Sending Notice. Any notice (which term includes any communication or document) to be sent to a shareholder, director, officer, or to the auditor shall be sufficiently sent if (i) delivered personally to the person to whom it is to be sent, (ii) delivered to the recorded address or mailed to the recorded address of that person by prepaid mail (iii) sent to that person at the recorded address by any means of prepaid transmitted or recorded communication or (iv) provided as an electronic document to the information system of that person. A notice so delivered shall be deemed to have been sent when it is delivered personally or to the recorded address. A notice so mailed shall be deemed to have been sent when deposited in a post office or public letter box and shall be deemed to have been received on the fifth day after so depositing. A notice so sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been sent when dispatched by the Corporation if it uses its own facilities or information system and otherwise when delivered to the appropriate communication Corporation or agency or its representative for dispatch. Notices sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been received on the business day on which such notices were sent, or on the next business day following, if sent on a day other than a business day. The secretary may change or cause to be changed the recorded address, including any address to which electronic communications of any kind may be sent, of any shareholder, director, officer or auditor in accordance with any information believed by the secretary to be reliable. The recorded address of a director shall be the latest address of that director as shown in the records of the Corporation.

Waiver of Notice. Any shareholder (or the duly appointed proxy holder of that shareholder), director, officer or auditor may at any time waive any notice, or waive or abridge the time for any notice, required to be given to that shareholder under any provisions of the applicable law, and these regulations and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board which may be given in any manner.

Sixth resolution:

The meeting decides to grant all powers to any holder of a certified copy of the present deed, acting individually, to handle all administrative formalities relating to the registration of the Company in Cyprus.

Seventh resolution:

The meeting decides to grant all powers to any holder of a certified copy of the present deed, acting individually, in order to carry out the radiation of the company in Luxembourg on basis of the evidence of the inscription in Cyprus.

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

Costs

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

Statement

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

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

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

Signé: P. HOUBERT, A. KOLESNIKOVA SCHMITT, C. WERSANDT.

Enregistré à Luxembourg A.C., le 13 septembre 2013. LAC/2013/41811. Reçu douze euros 12,00 €.

Le Receveur ff. (signé): Carole FRISING.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 18 septembre 2013.

Référence de publication: 2013131893/1326.

(130160383) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 septembre 2013.

Batigest S.A., Société Anonyme.

Siège social: L-8212 Mamer, 28, rue du Baerendall.

R.C.S. Luxembourg B 142.279.

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: 2013131232/9.

(130160284) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Dynamo Topco S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 180.160.

Extrait des résolutions de l'Assemblée Générale Extraordinaire des Associés de la Société prises le 5 septembre 2013

L'Assemblée Générale Extraordinaire de la Société a décidé:

- de nommer Mr. Hugo Neuman, né le 21 octobre 1960 à Amsterdam (Pays-Bas) ayant sa résidence au 16, rue J.B. Fresez L-1724 Luxembourg comme Gérant de la société avec effet au 5 septembre 2013.

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

Dynamo Topco SARL

Figen Eren

Gérant

Référence de publication: 2013131320/15.

(130159642) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

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

Siège social: L-8356 Garnich, 4, Am Brill.
R.C.S. Luxembourg B 35.796.

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2013131296/9.

(130160169) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Copper & Fields Investments S.A., Société Anonyme.

Siège social: L-2714 Luxembourg, 5, rue du Fort Wallis.
R.C.S. Luxembourg B 152.536.

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: 2013131302/9.

(130159745) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Bit Progress S.à r.l., Société à responsabilité limitée.

Siège social: L-1858 Luxembourg, 1B, rue de Kirchberg.
R.C.S. Luxembourg B 180.176.

STATUTES

In the year two thousand and thirteen, on the fifth day of September.

Before-us Maître Léonie GRETHEN, Civil law notary residing in Luxembourg, acting in replacement of his colleague, Maître Marc LECUIT, Civil law notary residing in Mersch, to whom remains the present deed.

THERE APPEARED

1) Mr. Zilong BAO, business man, born on September 27th, 1966 in Shandong (China), residing at Bucarest (Romania), Str. Remetea, Nr. 6, Sector 2.

Here duly represented by Mrs. Lixin JING, accountant, born on July 23rd 1966 in Shandong (China), residing at L-1858 Luxembourg, 1B, rue de Kirchberg,

by virtue of a proxy given on July 30th, 2013.

2) Mrs. Lixin JING, pre-qualified.

The said proxy, after having been signed 'ne varietur' by the appearing person and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Such appearing persons, have requested the undersigned notary, to state as follows the articles of association of a private limited liability company (société à responsabilité limitée), which is hereby incorporated:

Art. 1. There is formed a private limited liability company (società à responsabilità limitatè) which will be governed by the laws pertaining to such an entity (hereafter the "Company"), and in particular the law dated 10th August, 1915, on commercial companies, as amended (hereafter the "Law"), as well as by the articles of association (hereafter the "Articles").

Art. 2. The object of the Company shall be the import-export of goods and wares, as well as any other commercial activity.

The Corporation's purpose is also to take participations, in any form whatsoever, in other Luxembourg or foreign enterprises; to acquire any securities and rights through participation, contribution, underwriting firm purchase or option, negotiation or in any other way and namely to acquire patents and licences, to manage and develop them; to grant to enterprises in which the Corporation has an interest, any assistance, loans, advances or guarantees, to perform any operation which is directly or indirectly related to its purpose.

The Corporation can perform all commercial, technical and financial operations, connected directly or indirectly to facilitating the accomplishment of its purpose in all areas as described above.

The above description is to be understood in the broadest senses and the above enumeration is not limiting.

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

Art. 4. The Company will have the name "BIT PROGRESS SARL".

Art. 5. The registered office is established in the municipality of Luxembourg.

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

The address of the registered office may be transferred within the municipality by simple decision of the manager or in case of plurality of managers, by a decision of the board of managers.

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

Art. 6. The Company's corporate capital is fixed at TWELVE THOUSAND FIVE HUNDRED EURO (12.500,00 EUR), represented by FIVE HUNDRED (500) shares of TWENTY-FIVE EURO (25,00 EUR) each.

Art. 7. The capital may be changed at any time by decision of the shareholders' meeting, in accordance with article 14 of these Articles.

Art. 8. Each share entitles to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence.

Art. 9. Towards the Company, the Company's shares are indivisible, since only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company.

Art. 10. In case of a single shareholder, the Company's shares held by the single shareholder are freely transferable.

In the case of plurality of shareholders, the shares held by each shareholder may be transferred by application of the requirements of article 189 of the Law.

Art. 11. The Company shall not be dissolved by reason of the death, suspension of civil rights, insolvency or bankruptcy of one of the shareholders.

Art. 12. The Company is managed by one or more managers. If several managers have been appointed, they will constitute a board of managers. The manager(s) need not to be shareholders. The manager(s) may be revoked ad nutum.

In dealing with third parties, the manager(s) will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's objects and provided the terms of this article 12 shall have been complied with.

All powers not expressly reserved by Law or the present Articles to the general meeting of share-holders fall within the competence of the manager, or in case of plurality of managers, of the board of managers.

The Company shall be bound by the sole signature of its single manager, and, in case of plurality of managers, by the joint signature of any two members of the board of managers.

The manager, or in case of plurality of managers, the board of managers may sub-delegate his powers for specific tasks to one or several ad hoc agents.

The manager, or in case of plurality of managers, the board of managers will determine this agent's responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency.

In case of plurality of managers, the resolutions of the board of managers shall be adopted by the majority of the managers present or represented.

Art. 13. The manager or the managers (as the case may be) assume, by reason of his/their position, no personal liability in relation to any commitment validly made by him/them in the name of the Company.

Art. 14. The single shareholder assumes all powers conferred to the general shareholder meeting.

In case of a plurality of shareholders, each shareholder may take part in collective decisions irrespectively of the number of shares which he owns. Each shareholder has voting rights commensurate with his shareholding. Collective decisions are only validly taken insofar as they are adopted by shareholders owning more than half of the share capital.

However, resolutions to alter the Articles of the Company may only be adopted by the majority of the shareholders owning at least three quarter of the Company's share capital, subject to the provisions of the Law.

Art. 15. The Company's year starts on the 1st of January and ends on the 31st of December, with the exception of the first accounting year, which shall begin on the date of the formation of the corporation and shall terminate on the 31st of December 2013.

Art. 16. Each year, with reference to 31st of December, the Company's accounts are established and the manager, or in case of plurality of managers, the board of managers prepare an inventory including an indication of the value of the Company's assets and liabilities.

Each shareholder may inspect the above inventory and balance sheet at the Company's registered office.

Art. 17. The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortisation and expenses represent the net profit. An amount equal to five per cent (5%) of the net profits of the Company is allocated to a statutory reserve, until this reserve amounts to ten per cent (10%) of the Company's nominal share capital.

The balance of the net profits may be distributed to the shareholder(s) commensurate to his/ their share holding in the Company.

Art. 18. At the time of winding up the Company the liquidation will be carried out by one or several liquidators, shareholders or not, appointed by the shareholders who shall determine their powers and remuneration.

Art. 19. Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

Costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately thousand two hundred Euro (1,200.-EUR).

Subscription - Payment

1) Mr. Zilong BAO, previously named Four hundred fifty shares	450 shares
2) Mrs. Lixin JING, previously named Fifty shares	50 shares
TOTAL: Five hundred shares	500 shares

All the shares have been fully paid in cash, so that the amount of TWELVE THOUSAND FIVE HUNDRED EURO (12,500,00 EUR) is at the disposal of the Company, as has been proved to the undersigned notary, who expressly acknowledges it.

Notice

The attention of the appearing persons has been expressly drawn by the notary, in regards to the necessity, if applicable, to obtain the required permits, delivered by the concerned authorities, in order to carry out the activities described in article 2 of the Articles.

General meeting of the shareholders

Immediately after the incorporation of the Company, the above-named appearing persons, representing the entirety of the subscribed capital, held a general meeting of the shareholders, and acknowledging being validly convened, passed the following resolutions:

- 1) Are appointed as technical and administrative managers of the Company for an unlimited period:
 - a) Technical manager (gérant technique): Mr. Zilong BAO, previously named.
 - b) Administrative manager (gérant administratif): Mrs. Lixin JING, pre-qualified.

The Company will be bound in all circumstances by the joint signature of the technical manager and the administrative manager.

- 2) The address of the corporation is set at L-1858 Luxembourg, 1B, rue de Kirchberg, Grand-Duchy of Luxembourg.

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 appearing person and in case of divergences between the English and the French text, the English version will be prevailing.

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

The document having been read to the appearing person, known to the notary by her name, surname, civil status and residence, the latter signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

L'an deux mille treize, le cinq septembre.

Par-devant Maître Léonie GRETHEN, notaire de résidence à Luxembourg, agissant en remplacement de son confrère empêché, Maître Marc LECUIT, notaire de résidence à Mersch, lequel dernier nommé restera dépositaire de la présente minute.

ONT COMPARU:

1) Monsieur Zilong BAO, commerçant, né le 27 septembre 1966 à Shandong (République Populaire de Chine), demeurant à Bucarest (Roumanie), Str. Remetea, Nr. 6, Sector 2.

Ici représenté par Madame Jing LIXIN, comptable, née le 23 juillet 1966 à Shandong (République Populaire de Chine), demeurant à L-1858 Luxembourg, 1B, rue de Kirchberg, en vertu d'une procuration sous seing privé à lui délivrée datée du 30 juillet 2013.

2) Madame Jing LIXIN, pré-qualifiée.

La prédite procuration restera, après avoir été signée "ne varietur" par la comparante et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Lesquels comparants ont requis le notaire instrumentant de dresser acte d'une société à responsabilité limitée dont ils ont arrêté les statuts comme suit:

Art. 1^{er}. Il est formé une société à responsabilité limitée qui sera régie par les lois relatives à une telle entité (ci-après "La Société"), et en particulier la loi du 10 août 1915 relative aux sociétés commerciales, telle que modifiée (ci-après "La Loi"), ainsi que par les statuts de la Société (ci-après "les Statuts").

Art. 2. La Société a pour objet l'import-export de marchandises ainsi que toute autre activité commerciale.

Elle a encore pour objet la prise de participations sous quelque forme que ce soit, dans toutes entreprises commerciales, industrielles, financières ou autres, luxembourgeoises ou étrangères, l'acquisition de tous titres et droits par voie de participation, d'apport, de souscription, de prise ferme ou d'option d'achat, de négociation et de toute autre manière et notamment l'acquisition de brevets et licences, leur gestion et leur mise en valeur, l'octroi aux entreprises auxquelles elle s'intéresse, de tous concours, prêts, avances ou garanties, enfin toute activité et toutes opérations généralement quelconques se rattachant directement ou indirectement à son objet.

La Société peut réaliser toutes opérations commerciales, techniques ou financières en relation directe ou indirecte avec tous les secteurs prédécrits, de manière à en faciliter l'accomplissement.

L'énumération qui précède est à comprendre au sens large et est purement énonciative et non limitative.

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

Art. 4. La Société aura la dénomination "BIT PROGRESS SARL".

Art. 5. Le siège social est établi dans la commune de Luxembourg.

Il peut-être transféré en tout autre endroit du Grand-Duché de Luxembourg par une délibération de l'assemblée générale extraordinaire des associés délibérant comme en matière de modification des statuts.

L'adresse du siège sociale peut-être déplacée à l'intérieur de la commune par simple décision du gérant, ou en cas de pluralité de gérants, du conseil de gérance.

La Société peut avoir des bureaux et des succursales tant au Luxembourg qu'à l'étranger.

Art. 6. Le capital social est fixé à la somme de DOUZE MILLE CINQ CENTS EUROS (12.500.- EUR) représenté par CINQ CENTS (500) parts sociales d'une valeur nominale de VINGT-CINQ EUROS (25,00 EUR) chacune.

Art. 7. Le capital peut-être modifié à tout moment par une décision de l'assemblée générale des associés, en conformité avec l'article 14 des présents Statuts.

Art. 8. Chaque part sociale donne droit à une fraction des actifs et bénéfices de la Société, en proportion directe avec le nombre des parts sociales existantes.

Art. 9. Envers la Société, les parts sociales sont indivisibles, de sorte qu'un seul propriétaire par part sociale est admis. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la Société.

Art. 10. Dans l'hypothèse où il n'y a qu'un seul associé les parts sociales détenues par celui-ci sont librement transmissibles.

Dans l'hypothèse où il y a plusieurs associés, les parts sociales détenues par chacun d'entre eux ne sont transmissibles que moyennant l'application de ce qui est prescrit par l'article 189 de la Loi.

Art. 11. La Société ne sera pas dissoute par suite du décès, de la suspension des droits civils, de l'insolvabilité ou de la faillite d'un des associés.

Art. 12. La Société est gérée par un ou plusieurs gérants. Si plusieurs gérants sont nommés, ils constitueront un conseil de gérance. Le(s) gérants ne sont pas obligatoirement associés. Le(s) gérant(s) sont révocables ad nutum.

Dans les rapports avec les tiers, le(s) gérant(s) aura(ont) tous pouvoirs pour agir au nom de la Société et pour effectuer et approuver tous actes et opérations conformément à l'objet social et pourvu que les termes du présent article aient été respectés.

Tous les pouvoirs non expressément réservés à l'assemblée générale des associés par la Loi ou les présents Statuts seront de la compétence du gérant et en cas de pluralité de gérants, du conseil de gérance.

La Société sera engagée par la seule signature du gérant unique, et, en cas de pluralité de gérants, par la signature conjointe de deux membres du conseil de gérance.

Le gérant, ou en cas de pluralité de gérants, le conseil de gérance, peut subdéléguer une partie de ses pouvoirs pour des tâches spécifiques à un ou plusieurs agents ad hoc.

Le gérant, ou en cas de pluralité de gérants, le conseil de gérance, déterminera les responsabilités et la rémunération (s'il en est) de ces agents, la durée de leurs mandats ainsi que toutes autres conditions de leur mandat.

En cas de pluralité de gérants, les résolutions du conseil de gérance seront adoptées à la majorité des gérants présents ou représentés.

Art. 13. Le ou les gérants ne contractent à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

Art. 14. L'associé unique exerce tous pouvoirs qui lui sont conférés par l'assemblée générale des associés.

En cas de pluralité d'associés, chaque associé peut prendre part aux décisions collectives, quelque soit le nombre de part qu'il détient. Chaque associé possède des droits de vote en rapport avec le nombre des parts détenues par lui. Les décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par des associés détenant plus de la moitié du capital.

Toutefois, les résolutions modifiant les Statuts de la Société ne peuvent être adoptés que par une majorité d'associés détenant au moins les trois quarts du capital social, conformément aux prescriptions de la Loi.

Art. 15. L'année sociale commence le premier janvier et se termine le trente-et-un décembre. Exceptionnellement, le premier exercice social comprendra tout le temps à courir de la constitution de la société jusqu'au 31 décembre 2013.

Art. 16. Chaque année, au trente-et-un décembre, les comptes de la Société sont établis et le gérant, ou en cas de pluralité de gérants, le conseil de gérance, prépare un inventaire comprenant l'indication de la valeur des actifs et passifs de la Société.

Tout associé peut prendre connaissance desdits inventaires et bilan au siège social.

Art. 17. Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges constituent le bénéfice net. Sur le bénéfice net, il est prélevé cinq pour cent pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent du capital social.

Le solde des bénéfices nets peut être distribué aux associés en proportion avec leur participation dans le capital de la Société.

Art. 18. Au moment de la dissolution de la Société, la liquidation sera assurée par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui détermineront leurs pouvoirs et rémunérations.

Art. 19. Pour tout ce qui ne fait pas l'objet d'une prévision spécifique par les présents Statuts, il est fait référence à la Loi.

Frais

Les comparants ont évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison de sa constitution à environ mille deux cents Euros (1.200.- EUR).

Souscription - Libération

1) Monsieur Zilong BAO, prénommé Quatre cent cinquante parts sociales	450 parts
2) Madame Jing LIXIN, prénommée Cinquante parts sociales	<u>50 parts</u>
TOTAL: Cinq cents parts sociales	500 parts

Toutes les parts sociales ont été entièrement libérées par versement en espèces, de sorte que la somme de DOUZE MILLE CINQ CENTS EUROS (12.500.- EUR) est à la disposition de la Société, ce qui a été prouvé au notaire instrumentant, qui le reconnaît expressément.

Avertissement

L'attention des comparants a été expressément attirée par le notaire instrumentant sur la nécessité d'obtenir des autorités compétentes les autorisations et/ou agréments requis afin d'exercer les activités telles que décrites à l'article 2 des présents Statuts.

Assemblée générale des associés

Et aussitôt les associés, représentant l'intégralité du capital social et se considérant comme dûment convoqués, se sont réunis en assemblée générale extraordinaire et ont pris à l'unanimité des voix les résolutions suivantes:

- 1) Sont nommés gérants technique et administratif de la Société et ce, pour une durée indéterminée:
 - a) Gérant technique: Monsieur Zilong BAO, pré-qualifié.
 - b) Gérant administratif: Madame Jing LIXIN, pré-qualifiée.

La Société sera engagée en toutes circonstances par la signature conjointe du gérant technique et du gérant administratif.

- 2) L'adresse de la Société est fixée à L-1858 Luxembourg, 1B, rue de Kirchberg, Grand-Duché de Luxembourg.

Déclaration

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

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

Et après lecture faite et interprétation donnée à la comparante, connue du notaire par nom, prénom, état et demeure, cette dernière a signé le présent acte avec le notaire.

Signé: L. JING, L. GRETHEN.

Enregistré à Mersch, le 10 septembre 2013. Relation: MER/2013/1866. Reçu soixante-quinze euros 75,00€.

Le Receveur (signé): A. MULLER.

POUR COPIE CONFORME.

Mersch, le 17 septembre 2013.

Référence de publication: 2013131243/252.

(130159804) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Clos Finance S.A., Société Anonyme.

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

R.C.S. Luxembourg B 80.016.

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 CLOS FINANCE S.A.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013131292/11.

(130160244) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

CDC Immo Leudelage S.A., Société Anonyme.

Siège social: L-2562 Luxembourg, 2, place de Strasbourg.

R.C.S. Luxembourg B 142.987.

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: 2013131284/9.

(130160073) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Chez les Bons Amis S.à r.l., Société à responsabilité limitée.

Siège social: L-7740 Colmar-Berg, 29, avenue Gordon Smith.

R.C.S. Luxembourg B 146.157.

Les comptes annuels au 13 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: 2013131289/9.

(130159934) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

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

Siège social: L-8356 Garnich, 4, Am Brill.

R.C.S. Luxembourg B 35.796.

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

Référence de publication: 2013131294/9.

(130160167) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Phoenix B2 - Glatzerstrasse, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 108.718.

A partir du 11 Juillet 2013, l'actionnaire de la Société, Taliesin Jersey Limited, établie et ayant son siège social à Elizabeth House, 9 Castle Street, JE2 3RT St. Helier, Jersey, enregistrée au registre des sociétés de Jersey au numéro d'immatriculation 98259 (Jersey Companies Registry), a changé sa dénomination de Taliesin Jersey Limited à Sophia Holdings Limited.

Luxembourg, le 16 Septembre 2013.

JTC (Luxembourg) S.A.

Signature

Agent Domicile

Référence de publication: 2013131593/16.

(130159697) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

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

Capital social: EUR 759.000,00.

Siège social: L-1470 Luxembourg, 70, route d'Esch.

R.C.S. Luxembourg B 166.559.

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EXTRAIT

Il résulte des décisions prises par les associés de la Société en date du 16 juillet 2013 que le siège social de la société est transféré du 560A, rue de Neudorf, L-2220 Luxembourg au 70, route d'Esch, L-1470 Luxembourg, avec effet au 17 septembre 2013.

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

Pour extrait conforme

Signature

Un mandataire

Référence de publication: 2013130898/16.

(130158921) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

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

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

R.C.S. Luxembourg B 145.466.

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Extrait des décisions prises par l'associé unique en date du 26 août 2013

1. Monsieur Donovan ANDRE a démissionné de son mandat de gérant de catégorie B.

2. Monsieur Roeland DE GRAAF, administrateur de sociétés, né à Hilversum (Pays-Bas), le 23 décembre 1985, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé comme gérant de catégorie A pour une durée indéterminée.

Luxembourg, le 17 septembre 2013.

Pour extrait sincère et conforme

Pour OLICO INVESTMENTS S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013130890/16.

(130159166) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Orphee Longchamp Luxembourg, Société à responsabilité limitée unipersonnelle.

Siège social: L-1212 Luxembourg, 17, rue des Bains.

R.C.S. Luxembourg B 147.922.

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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.

Référence de publication: 2013130893/9.

(130159068) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

MM Advertising S.A., Société Anonyme.

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

R.C.S. Luxembourg B 60.261.

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Extrait des résolutions prises lors du Conseil d'Administration tenu le 12 juin 2013

Le Conseil d'Administration prend note de la volonté de l'Administrateur Patricia JUPILLE de reprendre son nom de jeune fille OSIEKA.

Luxembourg, le 12 juin 2013.
Pour MM ADVERTISING S.A.
Signature

Référence de publication: 2013130867/13.

(130158901) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Delphi Holdfi Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-4940 Bascharage, avenue de Luxembourg.

R.C.S. Luxembourg B 173.043.

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EXTRAIT

En date du 6 septembre 2013, l'associé unique de la Société, Delphi Automotive Operations UK Limited, une société régie par les lois du Royaume-Uni, ayant son siège social sis au 160, Aldersgate Street, bâtiment Mitre House, GB - EC1A 4DD, Londres, enregistrée auprès du Registrar of Companies for England and Wales sous le numéro 8257498 a nommé, avec effet au 9 septembre 2013, en remplacement de M. Marc Christopher McGuire, démissionnaire, Mme Isabelle Marthe Odette Vagne née le 1^{er} novembre 1965 à Le Raincy, France, demeurant professionnellement Immeuble le Raspail, 22, avenue des Nations, 93420 Villepinte, France, en qualité de gérant de catégorie B de la Société, pour une durée indéterminée.

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

- M. Bradley Allan Spiegel, gérant de catégorie A;
- M. David Matthew Sherbin, gérant de catégorie A;
- M. Jean-Michel Paumier, gérant de catégorie B; et
- Mme Isabelle Marthe Odette Vagne, gérant de catégorie B.

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

Luxembourg, le 16 septembre 2013.

Pour la Société

Hélène Grandmaire

Mandataire

Référence de publication: 2013130405/26.

(130158388) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Steho Energy A.G., Société Anonyme.

Siège social: L-3850 Schifflange, 95, avenue de la Libération.

R.C.S. Luxembourg B 162.936.

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

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

Luxembourg, le 16 septembre 2013.

POUR COPIE CONFORME

Référence de publication: 2013130322/11.

(130158474) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

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

Capital social: EUR 34.635.975,00.

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

R.C.S. Luxembourg B 108.781.

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EXTRAIT

Par résolution écrite du conseil de gérance en date du 30 août 2013, le conseil de gérance a décidé d'adopter la résolution suivante:

- Le siège social de la société a été transféré de 17, rue des Jardiniers, L-1835 Luxembourg à 7, rue Robert Stümper, L-2557 Luxembourg, avec effet au 1^{er} septembre 2013.

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

Pour extrait sincère et conforme
Signature
Le mandataire

Référence de publication: 2013130776/17.

(130159283) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Jardine Matheson International Luxembourg Sàrl, Société à responsabilité limitée.

Capital social: USD 52.842,00.

Siège social: L-2557 Luxembourg, 7, rue Robert Stümper.
R.C.S. Luxembourg B 143.924.

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EXTRAIT

Par résolution écrite du conseil de gérance en date du 30 août 2013, le conseil de gérance a décidé d'adopter la résolution suivante:

- le siège social de la société a été transféré de 17, rue des Jardiniers, L-1835 Luxembourg à 7, rue Robert Stümper, L-2557 Luxembourg, avec effet au 1^{er} septembre 2013.

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

Pour extrait sincère et conforme
Signature
Le mandataire

Référence de publication: 2013130780/17.

(130159282) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Ino-Re Lux 01 S.à r.l., Société à responsabilité limitée.

Siège social: L-1943 Luxembourg, 36, rue Gabriel Lippmann.
R.C.S. Luxembourg B 139.512.

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EXTRAIT

Il ressort du procès-verbal de l'Assemblée Générale des actionnaires tenue à Luxembourg le 6 septembre 2013 que:
- L'assemblée a nommé la société «KPMG Luxembourg S.à r.l.», 9, Allée Scheffer, L-2520 LUXEMBOURG au poste de "Réviseur d'entreprises". Le mandat du 'Réviseur d'entreprises' sera de trois ans et se terminera à l'assemblée générale de 2016.

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

Le 6 septembre 2013.
Pour la société

INO-RE LUX 01 S.à r.l.

Référence de publication: 2013130759/16.

(130159197) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Inovalis Real Estate S.C.A. SICAV-SIF, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 163.780.

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 6 septembre 2013.

Référence de publication: 2013130761/11.

(130159234) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Immo Urbain S.à r.l., Société à responsabilité limitée.

Siège social: L-9651 Eschweiler, 41B, Duerfstrooss.
R.C.S. Luxembourg B 166.552.

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

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

Signature.

Référence de publication: 2013130753/10.

(130159412) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

IFCO Systems Luxembourg S.à.r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 97.835.

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Extrait des décisions prises par les associées en date du 23 août 2013

1. M. Karl H. POHLER a démissionné de son mandat de gérant A.

2. Le nombre de gérants a été diminué de six (6) à cinq (5).

Luxembourg, le 17 septembre 2013.

Pour extrait sincère et conforme

Pour IFCO SYSTEMS LUXEMBOURG, S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013130747/14.

(130159248) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Kangaroo Invest S.A., Société Anonyme.

Siège social: L-1114 Luxembourg, 10, rue Nicolas Adames.

R.C.S. Luxembourg B 148.909.

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L'an deux mille treize, le douze septembre.

Par-devant Maître Blanche MOUTRIER, notaire de résidence à Esch-sur-Alzette (Grand-Duché de Luxembourg).

S'est tenue une assemblée générale extraordinaire des actionnaires de la société anonyme «Kangaroo Invest S.A.» ayant son siège social situé à L-1114 Luxembourg, 10, rue Nicolas Adames (Grand-Duché de Luxembourg), R.C.S. Luxembourg B 148909, constituée le 21 octobre 2009 par devant Maître Blanche Moutrier, notaire de résidence à Esch-sur-Alzette, acte publié au Mémorial C, Recueil Spécial des Sociétés et Associations, n°2244 du 17 novembre 2009 (ci-après «la Société»).

L'Assemblée Générale est ouverte sous la présidence Maître Lionel Bonifazzi, avocat, demeurant professionnellement à L-1325 Luxembourg, 3, rue de la Chapelle (Grand-Duché de Luxembourg).

Le Président désigne comme secrétaire Maître Florence Schwartz, avocat, demeurant professionnellement à L-1325 Luxembourg, 3, rue de la Chapelle (Grand-Duché de Luxembourg).

L'Assemblée Générale choisit comme scrutateur Madame Valeria Ercolini, juriste, demeurant professionnellement à L-1325 Luxembourg, 3, rue de la Chapelle (Grand-Duché de Luxembourg).

I.- Le bureau étant ainsi constitué, le Président expose et prie le notaire d'acter:

II.- Que les actionnaires présents ou représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions possédées par chacun d'eux, sont indiqués sur une liste de présence signée par les actionnaires présents, par les mandataires des actionnaires représentés, ainsi que par les membres du bureau et le notaire instrumentaire. Ladite liste de présence ainsi que les procurations des actionnaires représentés resteront annexées au présent acte pour être soumises avec lui aux formalités d'enregistrement.

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

IV.- Que la présente Assemblée Générale a pour ordre du jour:

Agenda

1. Présentation du projet commun de fusion daté du 26 juin 2013, prévoyant l'absorption de la société anonyme de droit luxembourgeois dénommée J-Group Invest S.A. ayant son siège social à L-1114 Luxembourg, 10, rue Nicolas Adames, inscrite au R.C.S. Luxembourg section B 148910 (ci-après «la Société Absorbée») par la société anonyme de droit luxembourgeois dénommée Kangaroo Invest S.A. ayant son siège social à L-1114 Luxembourg, 10, rue Nicolas Adames, inscrite au R.C.S. Luxembourg section B 148909 (ci-après «la Société Absorbante»), la fusion devant s'opérer par le transfert suite à la dissolution sans liquidation de l'ensemble du patrimoine activement et passivement sans exception ni réserve de la Société Absorbée par la Société Absorbante et ledit projet commun de fusion a été publié au Mémorial C, Recueil des Sociétés et Associations n° 1824 du 30 juillet 2013 page 87517;

2. Renonciation aux rapports écrits des conseils d'administration des sociétés fusionnantes expliquant et justifiant du point de vue juridique et économique le projet commun de fusion;

3. Renonciation au rapport écrit d'un expert indépendant;
4. Constatation de l'exécution des obligations résultant de l'article 267 de la loi du 10 août 1915 sur les sociétés commerciales (telle que modifiée);
5. Approbation de la fusion et réalisation de celle-ci par absorption de la Société Absorbée par la Société Absorbante aux conditions prévues dans le projet commun de fusion;
6. Divers.

L'Assemblée Générale, après s'être reconnue régulièrement constituée, a approuvé l'exposé du Président et a abordé l'ordre du jour.

L'Assemblée Générale a pris à l'unanimité et par vote séparé, les résolutions suivantes:

Première résolution

Le conseil d'administration de la Société a présenté à l'Assemblée Générale le projet commun de fusion du 26 juin 2013, prévoyant l'absorption de la société anonyme de droit luxembourgeois dénommée J-Group Invest S.A. ayant son siège social à L-1114 Luxembourg, 10, rue Nicolas Adames, inscrite au R.C.S. Luxembourg section B 148910 (ci-après «la Société Absorbée») par la société anonyme de droit luxembourgeois dénommée Kangaroo Invest S.A. ayant son siège social à L-1114 Luxembourg, 10, rue Nicolas Adames, inscrite au R.C.S. Luxembourg section B 148909 (ci-après «la Société Absorbante»), la fusion devant s'opérer par le transfert suite à la dissolution sans liquidation de l'ensemble du patrimoine activement et passivement sans exception ni réserve de la Société Absorbée par la Société Absorbante et ledit projet commun de fusion a été publié au Mémorial C, Recueil des Sociétés et Associations n° 1824 du 30 juillet 2013 page 87517 conformément à l'article 262 de la loi du 10 août 1915 sur les sociétés commerciales (telle que modifiée) (ci-après «la Loi»).

Le conseil d'administration de la Société a également informé l'Assemblée Générale qu'aucune des sociétés fusionnantes n'a du personnel ni des travailleurs et qu'aucun créancier n'a à sa connaissance entrepris des démarches pour faire valoir les droits qui lui sont reconnus par la loi dans le cadre d'une fusion.

Deuxième résolution

L'Assemblée Générale a décidé de renoncer aux rapports écrits des conseils d'administration des sociétés fusionnantes expliquant et justifiant du point de vue juridique et économique le projet commun de fusion.

Troisième résolution

L'Assemblée Générale a décidé de renoncer au rapport d'un expert indépendant.

L'article 26-1 de la Loi ne trouvant pas application à la présente fusion parce que le capital social de la Société Absorbante n'est pas augmenté du fait de la fusion, l'Assemblée Générale a pris acte qu'aucun rapport d'un expert indépendant n'est requis.

Quatrième résolution

L'Assemblée Générale a pris acte que conformément à l'article 267 de la Loi la documentation juridique concernant la fusion a été mise à la disposition pour inspection par les actionnaires au siège social de la Société.

Cinquième résolution

L'Assemblée Générale a décidé d'approuver la fusion aux conditions prévues dans le projet commun de fusion.

La fusion est réalisée entre les sociétés fusionnantes à la date des décisions concordantes prises au sein des sociétés en cause et elle n'a d'effet à l'égard des tiers qu'après la publication des procès-verbaux des assemblées générales qui ont décidé la fusion au Mémorial C, Recueil des Sociétés et Associations.

Frais

Les dépenses, coûts, honoraires et charges qui seront supportées par la Société comme résultat du présent acte sont estimés à 1.000.- EUR.

Déclaration

Le notaire instrumentaire atteste, conformément aux dispositions de l'article 271 (2) de la Loi, l'existence et la légalité des actes et formalités incombant à la Société Absorbante, ainsi que du projet commun de fusion.

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

Lecture du présent acte faite et interprétation donnée aux comparants connus du notaire instrumentaire par noms, prénoms usuels, états et demeures, ils ont signé avec Nous, notaire, le présent acte.

Signé: BONIFAZZI, SCHWARTZ, ERCOLINI, MOUTRIER.

Enregistré à Esch/Alzette Actes Civils, le 13/09/2013. Relation: EAC/2013/11862. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): SANTIONI.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 16 septembre 2013.

Référence de publication: 2013130787/94.

(130158762) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Intal International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 75.762.

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 INTAL INTERNATIONAL S.A.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013130763/11.

(130158752) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Izet Sàrl, Société à responsabilité limitée.

Siège social: L-4601 Differdange, 29, avenue de la Liberté.

R.C.S. Luxembourg B 141.579.

Le Bilan abrégé au 31/12/2012 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 17/09/2013.

Référence de publication: 2013130775/10.

(130159404) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

JB Advisors S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-8028 Strassen, 32, rue Mathias Goergen.

R.C.S. Luxembourg B 163.396.

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.

Référence de publication: 2013130786/10.

(130159264) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Jag Consulting S.à r.l., Société à responsabilité limitée.

Siège social: L-8832 Rombach, 18, route de Bigonville.

R.C.S. Luxembourg B 154.635.

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

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

Signature.

Référence de publication: 2013130784/10.

(130159564) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

IBD, Innovative Business Development S.A., Société Anonyme.

Siège social: L-9906 Troisvierges, 6, rue Staedtgen.

R.C.S. Luxembourg B 119.350.

Le bilan et l'annexe au 31 décembre 2012, ainsi que les autres documents et informations qui s'y rapportent, 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 INNOVATIVE BUSINESS DEVELOPMENT S.A.

Jean-Paul MULLER / Martine VAN NEROM

Administrateur délégué / Administrateur

Référence de publication: 2013130739/13.

(130159002) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Jadiana S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 108.544.

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 9 septembre 2013.

Référence de publication: 2013130783/10.

(130159529) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

J-Group Invest S.A., Société Anonyme.

Siège social: L-1114 Luxembourg, 10, rue Nicolas Adames.
R.C.S. Luxembourg B 148.910.

L'an deux mille treize, le douze septembre.

Par-devant Maître Blanche MOUTRIER, notaire de résidence à Esch-sur-Alzette (Grand-Duché de Luxembourg).

S'est tenue une assemblée générale extraordinaire des actionnaires de la société anonyme «J-Group Invest S.A.» ayant son siège social situé à L-1114 Luxembourg, 10, rue Nicolas Adames (Grand-Duché de Luxembourg), R.C.S. Luxembourg B 148910, constituée le 21 octobre 2009 par devant Maître Blanche Moutrier, notaire de résidence à Esch-sur-Alzette, acte publié au Mémorial C, Recueil Spécial des Sociétés et Associations, n°2244 du 17 novembre 2009 (ci-après «la Société»).

L'Assemblée Générale est ouverte sous la présidence Maître Lionel Bonifazzi, avocat, demeurant professionnellement à L-1325 Luxembourg, 3, rue de la Chapelle (Grand-Duché de Luxembourg).

Le Président désigne comme secrétaire Maître Florence Schwartz, avocat, demeurant professionnellement à L-1325 Luxembourg, 3, rue de la Chapelle (Grand-Duché de Luxembourg).

L'Assemblée Générale choisit comme scrutateur Madame Valeria Ercolini, juriste, demeurant professionnellement à L-1325 Luxembourg, 3, rue de la Chapelle (Grand-Duché de Luxembourg).

I.- Le bureau étant ainsi constitué, le Président expose et prie le notaire d'acter:

II.- Que les actionnaires présents ou représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions possédées par chacun d'eux, sont indiqués sur une liste de présence signée par les actionnaires présents, par les mandataires des actionnaires représentés, ainsi que par les membres du bureau et le notaire instrumentaire. Ladite liste de présence ainsi que les procurations des actionnaires représentés resteront annexées au présent acte pour être soumises avec lui aux formalités d'enregistrement.

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

IV.- Que la présente Assemblée Générale a pour ordre du jour:

Agenda

1. Présentation du projet commun de fusion daté du 26 juin 2013, prévoyant l'absorption de la société anonyme de droit luxembourgeois dénommée J-Group Invest S.A. ayant son siège social à L-1114 Luxembourg, 10, rue Nicolas Adames, inscrite au R.C.S. Luxembourg section B 148910 (ci-après «la Société Absorbée») par la société anonyme de droit luxembourgeois dénommée Kangaroo Invest S.A. ayant son siège social à L-1114 Luxembourg, 10, rue Nicolas Adames, inscrite au R.C.S. Luxembourg section B 148909 (ci-après «la Société Absorbante»), la fusion devant s'opérer par le transfert suite à la dissolution sans liquidation de l'ensemble du patrimoine activement et passivement sans exception ni réserve de la Société Absorbée par la Société Absorbante et ledit projet commun de fusion a été publié au Mémorial C, Recueil des Sociétés et Associations n° 1824 du 30 juillet 2013 page 87517;

2. Renonciation aux rapports écrits des conseils d'administration des sociétés fusionnantes expliquant et justifiant du point de vue juridique et économique le projet commun de fusion;

3. Renonciation au rapport écrit d'un expert indépendant;

4. Constatation de l'exécution des obligations résultant de l'article 267 de la loi du 10 août 1915 sur les sociétés commerciales (telle que modifiée);

5. Approbation de la fusion et réalisation de celle-ci par absorption de la Société Absorbée par la Société Absorbante aux conditions prévues dans le projet commun de fusion;

6. Décharge à l'administrateur unique et au commissaire aux comptes de la Société Absorbée;

7. Divers.

L'Assemblée Générale, après s'être reconnue régulièrement constituée, a approuvé l'exposé du Président et a abordé l'ordre du jour.

L'Assemblée Générale a pris à l'unanimité et par vote séparé, les résolutions suivantes:

Première résolution

Le conseil d'administration de la Société a présenté à l'Assemblée Générale le projet commun de fusion du 26 juin 2013, prévoyant l'absorption de la société anonyme de droit luxembourgeois dénommée J-Group Invest S.A. ayant son siège social à L-1114 Luxembourg, 10, rue Nicolas Adames, inscrite au R.C.S. Luxembourg section B 148910 (ci-après «la Société Absorbée») par la société anonyme de droit luxembourgeois dénommée Kangaroo Invest S.A. ayant son siège social à L-1114 Luxembourg, 10, rue Nicolas Adames, inscrite au R.C.S. Luxembourg section B 148909 (ci-après «la Société Absorbante»), la fusion devant s'opérer par le transfert suite à la dissolution sans liquidation de l'ensemble du patrimoine activement et passivement sans exception ni réserve de la Société Absorbée par la Société Absorbante et ledit projet commun de fusion a été publié au Mémorial C, Recueil des Sociétés et Associations n° 1824 du 30 juillet 2013 page 87517 conformément à l'article 262 de la loi du 10 août 1915 sur les sociétés commerciales (telle que modifiée) (ci-après «la Loi»).

Le conseil d'administration de la Société a également informé l'Assemblée Générale qu'aucune des sociétés fusionnantes n'a du personnel ni des travailleurs et qu'aucun créancier n'a à sa connaissance entrepris des démarches pour faire valoir les droits qui lui sont reconnus par la loi dans le cadre d'une fusion.

Deuxième résolution

L'Assemblée Générale a décidé de renoncer aux rapports écrits des conseils d'administration des sociétés fusionnantes expliquant et justifiant du point de vue juridique et économique le projet commun de fusion.

Troisième résolution

L'Assemblée Générale a décidé de renoncer au rapport d'un expert indépendant.

L'article 26-1 de la Loi ne trouvant pas application à la présente fusion parce que le capital social de la Société Absorbante n'est pas augmenté du fait de la fusion, l'Assemblée Générale a pris acte qu'aucun rapport d'un expert indépendant n'est requis.

Quatrième résolution

L'Assemblée Générale a pris acte que conformément à l'article 267 de la Loi la documentation juridique concernant la fusion a été mise à la disposition pour inspection par les actionnaires au siège social de la Société.

Cinquième résolution

L'Assemblée Générale a décidé d'approuver la fusion aux conditions prévues dans le projet commun de fusion.

La fusion est réalisée entre les sociétés fusionnantes à la date des décisions concordantes prises au sein des sociétés en cause et elle n'a d'effet à l'égard des tiers qu'après la publication des procès-verbaux des assemblées générales qui ont décidé la fusion au Mémorial C, Recueil des Sociétés et Association.

Sixième résolution

L'Assemblée Générale a décidé de donner décharge à l'administrateur unique et au commissaire aux comptes pour l'exercice de leur mandat jusqu'à la date de la présente assemblée.

Frais

Les dépenses, coûts, honoraires et charges qui seront supportées par la Société comme résultat du présent acte sont estimés à 6.600.- Eur.

Déclaration

Le notaire instrumentaire atteste, conformément aux dispositions de l'article 271 (2) de la Loi, l'existence et la légalité des actes et formalités incombant à la Société Absorbante, ainsi que du projet commun de fusion.

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

Lecture du présent acte faite et interprétation donnée aux comparants connus du notaire instrumentaire par noms, prénoms usuels, états et demeures, ils ont signé avec Nous, notaire, le présent acte.

Signé: BONIFAZZI, SCHWARTZ, ERCOLINI, MOUTRIER.

Enregistré à Esch/Alzette Actes Civils, le 13/09/2013. Relation: EAC/2013/11865. Reçu douze euros 12,00 €.

Le Receveur ff. (signé): SANTIONI.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 16 septembre 2013.

Référence de publication: 2013130779/98.

(130158763) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

L.P. Investment S.A., Société Anonyme.

Siège social: L-2530 Luxembourg, 4, rue Henri M. Schnadt.

R.C.S. Luxembourg B 82.298.

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: 2013130808/9.

(130158861) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

KLC Holdings VI S.A., Société Anonyme.

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

R.C.S. Luxembourg B 98.623.

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: 2013130800/9.

(130158852) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

La Coiffe II s.à.r.l., Société à responsabilité limitée.

Siège social: L-5680 Dalheim, 2, Waldbriedemeserstrooss.

R.C.S. Luxembourg B 53.559.

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: 2013130818/9.

(130158961) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Latour Art S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 142.815.

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.

Référence de publication: 2013130820/9.

(130159550) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Meigerhorn Grutzepark S.à r.l., Société à responsabilité limitée.

Capital social: CHF 82.500,00.

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

R.C.S. Luxembourg B 123.057.

A titre informatif, veuillez noter que Messieurs Ely Michel Ruimy et Franck Ruimy, gérants de la Société, résident désormais professionnellement au 49 Grosvenor Street, W1K 3HP Londres, Grande Bretagne.

Veuillez noter également que le siège social de l'associé MEIGERHORN PROPERTIES S.à r.l. se situe désormais au 6A, route de Trèves, L-2633 Senningerberg, Grand-Duché de Luxembourg.

Traduction pour les besoins de l'enregistrement

For your information, please note that Mr. Ely Michel Ruimy and Mr. Franck Ruimy, managers of the Company, now reside professionally at 49 Grosvenor Street, W1K 3HP London, United Kingdom.

Please, note also that the registered office of the shareholder MEIGERHORN PROPERTIES S.à r.l. is now at 6A, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg.

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

Référence de publication: 2013130838/18.

(130159503) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Marco STEICHEN S.à r.l., Société à responsabilité limitée.

Siège social: L-6583 Rosport, 46, rue Giesenbour.
R.C.S. Luxembourg B 157.678.

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.

Pour le gérant

Référence de publication: 2013130836/10.

(130159457) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Mermaid Lagoon S.à r.l., Société à responsabilité limitée.

Capital social: EUR 222.500,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 147.095.

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 5 septembre 2013.

Référence de publication: 2013130842/10.

(130159004) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Leeverg Luxembourg S.A., Société Anonyme.

Siège social: L-2210 Luxembourg, 54, boulevard Napoléon 1er.
R.C.S. Luxembourg B 155.483.

Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2013130810/10.

(130159449) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

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

Siège social: L-1147 Luxembourg, 42, rue de l'Avenir.
R.C.S. Luxembourg B 35.118.

Extrait du procès-verbal de l'assemblée générale des associés du 3 décembre 2012

(...)

«L'assemblée prend acte de la démission le 1^{er} décembre 2012 de Benoît Stainier, en tant que Gérant de la société.

L'assemblée décide de nommer comme nouveau Gérant, Monsieur Vincent Van Assche, domicilié à 1190 Bruxelles (Belgique), Rue du Melon 55, avec effet immédiat pour une durée indéterminée. Cette résolution est adoptée à l'unanimité des voix.

Dirk Jacobs a présenté sa démission en tant que commissaire aux comptes avec effet au 1^{er} décembre 2012.

L'assemblée décide de nommer comme Reviseur la société anonyme Ernst & Young (enregistrée sous numéro de registre de commerce B-47.771), représentée par Monsieur Werner Weynand, ayant son siège social à 5365 Munsbach (Luxembourg), Rue Gabriel Lippmann 7, pour une durée de trois ans, Jusqu'à l'assemblée générale de 2015. statuant sur les comptes 2014.

Cette résolution est adoptée à l'unanimité des voix.»

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

Le 3 décembre 2012.

Pour le Conseil d'Administration

Karin DUBOIS

Mandataire

Référence de publication: 2013130840/24.

(130158936) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Meltemi S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 35A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 161.396.

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.

Référence de publication: 2013130839/9.

(130159535) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

MMB and Partners S.A., Société Anonyme Unipersonnelle.

Siège social: L-8011 Strassen, 283, route d'Arlon.
R.C.S. Luxembourg B 118.351.

Les comptes annuels au 31/12/12 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: 2013130868/9.

(130159135) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Moon Paradise 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 142.967.

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: 2013130870/9.

(130159053) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Ogecolux S.A., Société Anonyme.

Siège social: L-8070 Bertrange, 10A, rue des Mérovingiens.
R.C.S. Luxembourg B 147.330.

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: 2013130888/9.

(130159333) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Mashta S.A., Société Anonyme.

Siège social: L-1330 Luxembourg, 48, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 71.858.

Extrait des décisions du conseil d'administration prises en date du 11 septembre 2013

En date du 11 Septembre 2013, le Conseil d'Administration de la Société a pris les résolutions suivantes:

1. accepter la démission de Madame Chloé Gaubert de son mandat d'administrateur de la Société, avec effet au 31 juillet 2013;

2. nommer la personne suivante en tant qu'administrateur de la Société, avec effet au 31 juillet 2013, et pour une durée limitée de 6 ans:

- Madame Ágnes Ludász, employée privée, née à Kerepestarcsa (Hongrie) le 19 septembre 1982, demeurant professionnellement au 48, Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg.

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

Luxembourg, le 11 Septembre 2013.

MASHTA SA

Référence de publication: 2013130849/18.

(130158887) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2013.

Reinet Fund Manager S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 35, boulevard du Prince Henri.
R.C.S. Luxembourg B 141.351.

Les comptes annuels au 31 Mars 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Référence de publication: 2013131626/9.
(130160059) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Reinet Investments S.C.A., Société en Commandite par Actions de Titrisation.

Siège social: L-1724 Luxembourg, 35, boulevard du Prince Henri.
R.C.S. Luxembourg B 16.576.

Les comptes consolidés au 31 Mars 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Référence de publication: 2013131627/9.
(130160062) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

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

Siège social: L-1724 Luxembourg, 35, boulevard du Prince Henri.
R.C.S. Luxembourg B 140.794.

Les comptes annuels au 31 Mars 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Référence de publication: 2013131628/9.
(130160003) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

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

Siège social: L-2714 Luxembourg, 6-12, rue du Fort Wallis.
R.C.S. Luxembourg B 106.506.

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: 2013131620/9.
(130160283) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Reinet Stokes Holdings S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 35, boulevard du Prince Henri.
R.C.S. Luxembourg B 151.422.

Les comptes annuels au 31 Mars 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Référence de publication: 2013131629/9.
(130160013) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Rosalia Finance AG, Société Anonyme.

Siège social: L-1736 Senningerberg, 5, Heienhaff.
R.C.S. Luxembourg B 115.877.

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.
Référence de publication: 2013131643/9.
(130159966) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Rosalia Maritim AG, Société Anonyme.

Siège social: L-1736 Senningerberg, 5, Heienhaff.

R.C.S. Luxembourg B 94.558.

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.

Référence de publication: 2013131644/9.

(130159967) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Rosinvest, Société Anonyme.

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

R.C.S. Luxembourg B 76.651.

Je vous présente ma démission comme administrateur de votre société, avec effet immédiat.

Le 17 septembre 2013.

Denis Troshanin.

Référence de publication: 2013131645/9.

(130160112) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Rosinvest, Société Anonyme.

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

R.C.S. Luxembourg B 76.651.

Je vous présente ma démission comme administrateur de votre société, avec effet immédiat.

Le 17 septembre 2013.

Wim Rits.

Référence de publication: 2013131646/9.

(130160112) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

RSF I S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 35, boulevard du Prince Henri.

R.C.S. Luxembourg B 153.128.

Les comptes annuels au 31 Mars 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013131648/9.

(130160065) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

RSF S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 35, boulevard du Prince Henri.

R.C.S. Luxembourg B 151.692.

Les comptes annuels au 31 Mars 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013131649/9.

(130160061) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

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

Siège social: L-4580 Differdange, 68, rue Hussigny.

R.C.S. Luxembourg B 163.849.

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

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

Référence de publication: 2013131674/9.

(130160282) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

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

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 156.606.

Il résulte des résolutions de l'assemblée générale extraordinaire de l'associé de la société MIV Luxembourg S.à r.l. tenues en date du 23 août 2013, la décision suivante:

Du changement de nom de l'associé de MIV Luxembourg S.à r.l. en Dayco Europe Luxembourg S.à r.l., ayant son siège social à 46A, avenue J.F.Kennedy, L-1855 Luxembourg, Luxembourg et immatriculée sous le numéro B 99332 auprès du R.C.S. Luxembourg.

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

Dayco Europe S.à r.l.

Manacor (Luxembourg) S.A.

Signature

Gérant B

Référence de publication: 2013134015/18.

(130163136) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 septembre 2013.

Signorello Holding S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 29, avenue Monterey.
R.C.S. Luxembourg B 142.751.

Extrait des résolutions de l'assemblée générale extraordinaire tenue le 22 Septembre 2013

L'Assemblée a décidée de démissionner avec effet 22 Septembre 2013

Madame Dr Caprice Horn, née 29 septembre 1962 à Frankfurt (D), demeurant professionnellement 29 avenue Monterey

L-2163 Luxembourg comme administrateur et administrateur-délégué

L'Assemblée a décidée de nommer avec effet 22 Septembre 2013

La Société Full Point Inc Limited, enregistrée numéro 1900417 au Companies Registry Hong Kong avec siège social Bangkok Bank Building

No. 18 Bonham Strand West, Hong Kong Chine
comme administrateur

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

POUR EXTRAIT CONFORME

Référence de publication: 2013135050/19.

(130164298) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 septembre 2013.

Secured Growth Finance Opportunities, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1836 Luxembourg, 23, rue Jean Jaurès.
R.C.S. Luxembourg B 162.681.

Extrait de l'assemblée générale du 24 septembre 2013

1. L'assemblée décide de reconduire les mandats des administrateurs Dominique Kateb, Olivier Cagioulis et Gunter Graw jusqu'à l'assemblée devant se tenir en 2019

Il est pris note du changement d'adresse de Monsieur Dominique Kateb au Greener House, 66-68 Haymerket, London SW1Y 4RF.

2. Le mandat de la société chargée du contrôle des comptes PricewaterhouseCoopers a également été reconduit jusqu'en 2014.

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

Dandois & Meynial

Référence de publication: 2013135040/17.

(130163879) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 septembre 2013.
