

# MEMORIAL

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Luxembourg



# MEMORIAL

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des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

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28 mars 2014

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**Jean Oswald S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 26.000,00.**

Siège social: L-8443 Steinfort, 3, Square General Patton.

R.C.S. Luxembourg B 20.469.

L'an deux mille treize, le

Par-devant Maître Henri HELLINCKX, notaire de résidence à Luxembourg, soussigné.

S'est réunie

l'assemblée générale extraordinaire des associés de la société à responsabilité limitée «JEAN OSWALD S.à r.l.», ayant son siège social à L-8443 Steinfort, 3, Square General Patton, constituée suivant acte reçu par Maître Jacqueline Hansen-Peffer, alors notaire de résidence à Capellen, en date du 26 avril 1983, publié au Mémorial C, Recueil Spécial des Sociétés et Associations numéro 184 du 25 juillet 1983.

L'assemblée se compose comme suit:

I)

Monsieur Pierre OSWALD, indépendant, né à Steinfort, le 21 janvier 1962, demeurant à L-8443 Steinfort, 3, Square General Patton, en sa qualité d'associé de la société;

II)

a.- Madame Thérèse FOUSS, sans état particulier, née à Stehnen, Belgique, le 7 décembre 1930, veuve de Monsieur Jean OSWALD, demeurant à L-8443 Steinfort, 3, Square General Patton,

b.- Monsieur Pierre OSWALD, prénommé,

c.- Monsieur Guy OSWALD, employé de banque, né à Arlon, Belgique, le 26 mai 1956, demeurant à L-8443 Steinfort, 3, Square General Patton,

en leur qualité d'héritiers de la succession de feu Monsieur Jean OSWALD, en son vivant indépendant, né à Steinfort, le 29 septembre 1921, ayant demeuré en dernier lieu à L-8443 Steinfort, 3, Square General Patton.

Ceci exposé, et reconnu exact par les comparants, ceux-ci ont requis le notaire instrumentant de documenter ainsi qu'il suit leur résolution, prise à l'unanimité sur ordre du jour conforme:

*Première résolution*

L'assemblée décide d'augmenter le capital social à concurrence de MILLE EUROS (EUR 1.000,-) pour le porter de son montant actuel de VINGT-CINQ MILLE EUROS (EUR 25.000,-) à VINGT-SIX MILLE EUROS (EUR 26.000,-) par l'émission de QUATRE (4) parts sociales nouvelles de DEUX CENT CINQUANTE EUROS (EUR 250,-) chacune.

Ensuite

Messieurs Pierre OSWALD et Guy OSWALD et Madame Thérèse FOUSS, tous prénommés, en leur qualité d'héritiers de la succession de feu Monsieur Jean OSWALD, déclarent souscrire ensemble à QUATRE (4) parts sociales nouvelles ayant une valeur nominale de DEUX CENT CINQUANTE EUROS (EUR 250,-) chacune.

Les nouvelles parts sociales ont été libérées par versement en espèces, de sorte que la société a dès maintenant à sa libre et entière disposition la somme de MILLE EUROS (EUR 1.000,-) ainsi qu'il en a été justifié au notaire instrumentant.

Suite au décès du co-associé Monsieur Jean OSWALD, prénommé, les vingt (20) parts sociales lui appartenant dans la société JEAN OSWALD S.à r.l., prédésignée, ont été transférées à ses trois héritiers à raison d'un tiers indivis pour chacun.

Suite à l'augmentation de capital intervenue, les vingt-quatre (24) parts sociales détenues en indivision par les comparants sont réparties comme suit:

a.- HUIT (8) parts sociales à Madame Thérèse FOUSS, prénommée,

b.- HUIT (8) parts sociales à Monsieur Pierre OSWALD, prénommé.

c.- HUIT (8) parts sociales à Monsieur Guy OSWALD, prénommé.

*Deuxième résolution*

*Cession de parts sociales*

Madame Thérèse FOUSS, prénommée, cède et transporte par les présentes, en pleine propriété, sous la garantie de fait et de droit à Monsieur Pierre OSWALD, prénommé, ici présent et ce acceptant, HUIT (8) parts sociales dans la société «JEAN OSWALD S.à r.l., prédésignée pour le prix de UN EURO (EUR 1,-).

Le prix de cession a été payé avant les formalités des présentes, ce dont le cédant accorde bonne et valable quittance.

*Troisième résolution*  
*Cession de parts sociales*

Monsieur Guy OSWALD, prénommé, cède et transporte par les présentes, en pleine propriété, sous la garantie de fait et de droit à Monsieur Pierre OSWALD, prénommé, ici présent et ce acceptant, HUIT (8) parts sociales dans la société «JEAN OSWALD S.à r.l., prédésignée pour le prix de UN EURO (EUR 1,-).

Le prix de cession a été payé avant les formalités des présentes, ce dont le cédant accorde bonne et valable quittance.

*Quatrième résolution*

Suite aux résolutions qui précèdent, l'associé unique décide de modifier l'article six des statuts pour lui donner désormais la teneur suivante:

**Art. 6.** Le capital social est fixé à VINGT-SIX MILLE EUROS (EUR 26.000) représenté par CENT QUATRE (104) parts sociales de DEUX CENT CINQUANTE EUROS (EUR 250,-) chacune, toutes détenues par Monsieur Pierre OSWALD, prénommé.

*Frais*

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme de EUR 1.500,-

Dont acte, fait et passé à Luxembourg, les jour, mois et an qu'en tête des présentes.

Et après lecture, les comparants prémentionnés ont signé avec le notaire instrumentant le présent acte.

Signé: P. OSWALD, T. FOUSS, G. OSWALD et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 13 décembre 2013. Relation: LAC/2013/57306. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

- POUR EXPEDITION CONFORME - délivrée à la société sur demande.

Luxembourg, le 29 janvier 2014.

Référence de publication: 2014016566/76.

(140019186) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 janvier 2014.

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**Audit Lux S.à r.l., Société à responsabilité limitée.**

Siège social: L-2557 Luxembourg, 18, rue Robert Stümper.

R.C.S. Luxembourg B 182.253.

*Extrait des résolutions*

1. En vertu de cessions sous seing privé en date du 3 février 2014, Benoît de Froidmont a cédé des parts sociales de la société Audit Lux Sàrl:

- 25 parts sociales à Madame Julie Gillardin, demeurant professionnellement au 18, rue Robert Stümper, L-2557 Luxembourg;

- 25 parts sociales à Monsieur Frédéric Depireux, demeurant professionnellement au 18, rue Robert Stümper, L-2557 Luxembourg;

- 25 parts sociales à Monsieur Laurent Weis, demeurant professionnellement au 18, rue Robert Stümper, L-2557 Luxembourg;

Pour extrait conforme

Référence de publication: 2014020565/17.

(140023750) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Acera S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 62.850.

*Extrait des résolutions prises lors de la réunion du conseil d'administration tenue en date du 3 février 2014*

- Monsieur Christian Knauff, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg, est nommé représentant permanent de Lux Business Management S.à.r.l. en remplacement de Monsieur Gerard VAN HUNEN qui occupait jusque-là cette fonction.

Luxembourg, le 3 février 2014.

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2014020569/15.

(140024001) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**b-to-v Entrepreneurial Growth II (b-to-v II S.C.S., SICAR), Société en Commandite simple.**

Siège social: L-5365 Munsbach, 1C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 158.626.

*Auszug aus der außerordentlichen Generalversammlung der b-to-v Entrepreneurial Growth II (b-to-v II S.C.S., SICAR) die am 21. November 2013 in Luxemburg stattfand:*

Die Generalversammlung beschließt, den Gesellschaftssitz von 2, rue Heinrich Heine, L-1720 Luxemburg nach 1c, rue Gabriel Lippmann, L-5365 Munsbach, mit Wirkung zum 1. Dezember 2013, zu verlegen.

Die Generalversammlung beschließt des Weiteren, den Wirtschaftsprüfer, BDO Audit S.A., mit sofortiger Wirkung abzuberufen und die Firma Ernst & Young S.A., 7, rue Gabriel Lippmann, L-5365 Munsbach, mit sofortiger Wirkung zum neuen Wirtschaftsprüfer bis zur nächsten Generalversammlung der Gesellschafter, die über den Jahresabschluss der b-to-v Entrepreneurial Growth II (b-to-v II S.C.S., SICAR) für das am 31. Dezember 2013 endende Geschäftsjahr abstimmt, zu bestellen.

Darüber hinaus hat die Komplementärin der b-to-v Entrepreneurial Growth II (b-to-v II S.C.S., SICAR), die b-to-v Partners S. à r. l., ihren Gesellschaftssitz mit Wirkung zum 1. Dezember 2013 von 2, rue Heinrich Heine, L-1720 Luxemburg nach 1c, rue Gabriel Lippmann, L-5365 Munsbach verlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 31. Januar 2014.

Für die b-to-v Entrepreneurial Growth II (b-to-v II S.C.S., SICAR)

Die Zentralverwaltungsstelle:

Hauck & Aufhäuser Alternative Investment Services S.A.

Référence de publication: 2014020548/24.

(140023573) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**PHIPE S.A., Société de Gestion de Patrimoine Familial (SPF), Société Anonyme - Société de Gestion de Patrimoine Familial.**

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

R.C.S. Luxembourg B 42.238.

In the year two thousand and thirteen, on the nineteenth of December.

Before Maître Francis Kessler, notary with residence in Esch-Sur-Alzette, Grand-Duchy of Luxembourg, undersigned.

Was held

an Extraordinary General Meeting of the shareholders of "Phipe S.A., Société de Gestion de Patrimoine Familial (SPF)", having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 42238 (the "Company"). The Company has been incorporated on November 26, 1992 before Maître André Jean Schwachtgen, notary with residence in Luxembourg, published in the Mémorial C, Recueil Spécial des Sociétés et Associations n°95 dated March 1<sup>st</sup>, 1993.

The articles of association of the Company have been lastly amended by a notarial deed of Me Joseph Elvinger, notary residing in Luxembourg, enacted on February 9, 2012, published in the Mémorial C, number 622 of March 09, 2012.

The Meeting is presided by Mrs Sofia AFONSO-DA CHAO CONDE, private employee, residing professionally in Esch/Alzette.

The President appoints as secretary Mrs Claudia ROUCKERT, private employee, residing professionally in Esch/Alzette.

The Meeting chooses as scrutineer Mrs Claudia ROUCKERT, private employee, residing professionally in Esch/Alzette.

I. - The shareholders present or represented, the proxyholders of the shareholders represented as well as the number of shares they hold are noted on an attendance sheet, which will be signed *ne varietur* by the shareholders present or the proxyholders of the represented shareholders as well as the undersigned notary, annexed hereto and registered with the deed. The powers of attorney of the represented shareholders after having been signed *ne varietur* by the proxyholders and the undersigned notary will remain attached to the present deed.

II. - That it is demonstrated by the attendance list that the entirety of the share capital is represented at the present Extraordinary General Meeting, so that the Meeting may validly deliberate regarding all items placed on the order of business.

The shareholders present and their proxyholders declare that they waive all formalities concerning the convocation of General Meeting and declare having had full and complete knowledge of the order of business of the General Meeting.

III. - The President declares that the order of business is as follows:

- 1) Transfer of the registered office from its current address in Grand-Duchy of Luxembourg to the British Virgin Islands at the following address: "Rodus Building, Road Reef Marina, PO Box 3093, Road Town, Tortola, British Virgin Islands";
- 2) Modification of the name of the Company in "Phipe S.A.";
- 3) Complete recast of the Articles of Incorporation, in accordance with the law of British Virgin Islands;
- 4) Acknowledgement of the resignation of three current directors of the Company with immediate effect and discharge to grant each of them;
- 5) Acknowledgement of the resignation of the current statutory auditor ('commissaire aux comptes') with immediate effect and discharge to grant it;
- 6) Miscellaneous.

Upon which, the General Meeting proceeds to the order of business and after deliberation, the following resolutions are passed, unanimously:

#### *First resolution*

The meeting decides to transfer the registered office, administrative and management seat of the Company from its current address in the Grand-Duchy of Luxembourg to the British Virgin Islands and to change, the Company's nationality, the Company being maintained without break in continuity and without the creation of a new legal entity in British Virgin Islands under the condition of the issuance of a certificate of continuation for the Company under the law of British Virgin Islands. The transfer will be effective on the date of the issuance of such certificate of continuance.

The meeting noted that the resolution was taken in accordance with the Article 67-1 (1) of the Luxembourg commercial law, as amended.

The meeting resolves that the address of the registered office to the British Virgin Islands will be set at "Rodus Building, Road Reef Marina, PO Box 3093, Road Town, Tortola, British Virgin Islands".

#### *Second resolution*

The meeting decides to give to the company in British Virgin Islands the name of "Phipe S.A."

#### *Third resolution*

The meeting decides to proceed to a complete recast of the Articles of Incorporation, in accordance with the law of British Virgin Islands, as follows:

##### **1. Share Certificates.**

1.1 Every person whose name is entered as a member in the Company's register of members, being the holder of registered shares, shall without payment (except where otherwise noted) be entitled to a share certificate in the following circumstances:

- (a) on the issuance of such shares to such member;
- (b) on the transfer of such shares to such member;
- (c) on a re-designation or conversion of such shares with the effect that the certificate previously issued no longer properly describes such shares; and
- (d) at the discretion of the directors (who may levy a reasonable charge), on notice to the Company of a change of name of the member.

1.2 Such certificate shall be signed by a director or under the common seal of the Company (which the registered agent of the Company is authorised to affix to such certificate) with or without the signature of any director or officer of the Company specifying the share or shares held and the par value thereof (if any), provided that in respect of shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

1.3 If a certificate is worn out or lost it may, subject to the prior written consent of any mortgagee or chargee whose interest has been noted on the Company's register of members, be renewed on production of the worn out certificate, or on satisfactory proof of its loss together with such indemnity as the directors may reasonably require. Any member receiving a share certificate shall indemnify and hold the Company and its officers harmless from any loss or liability which it or they may incur by reason of wrongful or fraudulent use or representation made by any person by virtue of the possession of such a certificate.

## **2. Issue of Shares.**

2.1 Subject to the provisions of these Articles, the unissued shares of the Company (whether forming part of the original or any increased authorised shares) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration, being not less than the par value (if any) of the shares being disposed of, and upon such terms and conditions as the directors may determine. Such consideration may take any form acceptable to the directors, including money, a promissory note, or other written obligation to contribute money or property, real property, personal property (including goodwill and know-how), services rendered or a contract for future services. Before issuing shares for a consideration other than money, the directors shall pass a Resolution of Directors stating:

- (a) the amount to be credited for the issue of the shares;
- (b) their determination of the reasonable present cash value of the nonmoney consideration for the issue; and
- (c) that, in their opinion, the present cash value of the non-money consideration for the issue is not less than the amount to be credited for the issue of the shares.

2.2 Subject to the provisions of the Act in this regard, shares may be issued on the terms that they are redeemable, or at the option of the Company be liable to be redeemed on such terms and in such manner as the directors before or at the time of the issue of such shares may determine.

2.3 The Company may issue bonus shares, partly paid shares and nil paid shares.

2.4 The directors may redeem any share issued by the Company at a premium.

2.5 Except as required by the Act, and notwithstanding that a share certificate may refer to a member holding shares "as trustee" or similar expression, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except as provided by these Articles or by the Act) any other rights in respect of any share except any absolute right to the entirety thereof by the registered holder.

## **3. Forfeiture of Shares.**

3.1 The Company may, at any time after the due date for payment, serve on a member who has not paid in full for shares registered in the name of that member, a written notice of call ("Notice of Call") specifying a date for payment to be made. The Notice of Call shall name a further date not earlier than the expiration of 14 days from the date of service of the Notice of Call on or before which the payment required by the Notice of Call is to be made and shall contain a statement that in the event of non-payment at or before the time named in the Notice of Call the shares, or any of them, in respect of which payment is not made will be liable to be forfeited.

3.2 Where a written Notice of Call has been issued under the foregoing Article and the requirements of the Notice of Call have not been complied with, the directors may, at any time before tender of payment, forfeit and cancel the shares to which the Notice of Call relates. The Company is under no obligation to refund any moneys to the member whose shares have been cancelled pursuant to this Article and that member shall be discharged from any further obligation to the Company.

## **4. Transfer of Shares**

4.1 Registered shares in the Company shall be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee. The instrument of transfer shall also be signed by the transferee if registration as a holder of the shares imposes a liability to the Company on the transferee. The instrument of transfer of a registered share shall be sent to the Company for registration.

4.2 Subject to the Memorandum, these Articles and to section 54(5) of the Act, the Company shall, on receipt of an instrument of transfer, enter the name of the transferee of the share in the Company's register of members unless the directors resolve to refuse or delay the registration of the transfer for reasons that shall be specified in the resolution. Where the directors pass such a resolution, the Company shall send to the transferor and the transferee a notice of the refusal or delay. Notwithstanding anything contained in the Memorandum or Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is:

- (a) to any mortgagee or chargee whose interest has been noted on the Company's register of members;
- (b) by any such mortgagee or chargee, pursuant to the power of sale under its security; or
- (c) by any such mortgagee or chargee in accordance with the terms of the relevant security document.

4.3 The transfer of a registered share is effective when the name of the transferee is entered in the Company's register of members.

## **5. Mortgages of Shares and Charges over Shares.**

5.1 Members may mortgage or create a charge or other form of security over their shares.

5.2 The directors shall, at the written request of a member who has mortgaged or created a charge over his shares, enter in the Company's register of members:

- (a) a statement that such shares are mortgaged or charged;



- (b) the name of the mortgagee or chargee (where such information has been stated by the member); and
- (c) the date on which the statement and name are entered in the Company's register of members.

#### **6. Transmission of Shares.**

6.1 Subject to sections 52(2) and 53 of the Act, the executor or administrator of a deceased member, the guardian of an incompetent member or the trustee of a bankrupt member shall be the only person recognised by the Company as having any title to his share, save that and only in the event of death, incompetence or bankruptcy of any member or members as a consequence of which the Company no longer has any directors or members, then upon the production of any documentation which is reasonable evidence of the applicant being entitled to:

(a) a grant of probate of the deceased's will, or grant of letters of administration of the deceased's estate, or confirmation of the appointment as executor or administrator (as the case may be, or analogous position in the relevant jurisdiction), of a deceased member's estate;

(b) the appointment of a guardian (or analogous position in the relevant jurisdiction) of an incompetent member;

(c) the appointment as trustee (or analogous position in the relevant jurisdiction) of a bankrupt member; or

(d) upon production of any other reasonable evidence of the applicant's beneficial ownership of, or entitlement to the shares,

to the Company's registered agent in the British Virgin Islands together with (if so requested by the registered agent) a notarised copy of the share certificate(s) of the deceased, incompetent or bankrupt member, an indemnity in favour of the registered agent and/or appropriate legal advice in respect of any document issued by a foreign court, then the administrator, executor, guardian or trustee in bankruptcy (as the case may be) notwithstanding that their name has not been entered in the Company's register of members, may by written resolution of the applicant, endorsed with written approval by the registered agent, be appointed a director and/or entered in the Company's register of members as the legal and/or beneficial owner of the shares.

6.2 Without limiting the foregoing, the production to the Company of any document which is reasonable evidence of:

(a) a grant of probate of the will, or grant of letters of administration of the estate, or confirmation of the appointment as executor (or analogous position in the relevant jurisdiction), of a deceased member;

(b) the appointment of a guardian (or analogous position in the relevant jurisdiction) of an incompetent member;

(c) the trustee (or analogous position in the relevant jurisdiction) of a bankrupt member; or

(d) the applicant's legal and/or beneficial ownership of the shares, shall be accepted by the Company even if the deceased, incompetent member or bankrupt member is resident and/or domiciled outside the British Virgin Islands if the document is issued by a foreign court which had competent jurisdiction in the matter. For the purposes of establishing whether or not a foreign court had competent jurisdiction in such a matter the directors may obtain appropriate legal advice. The directors may also require an indemnity to be given by the executor, administrator, guardian, trustee in bankruptcy or the applicant.

6.3 Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of the death, incompetence or bankruptcy of any member may be registered as a member upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered as a member shall for all purposes be deemed to be a transfer of shares of the deceased, incompetent or bankrupt member and the directors shall treat it as such.

6.4 Any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered himself, request in writing that some person to be named by him be registered as the transferee of such share or shares and such request shall likewise be treated as if it were a transfer.

6.5 What amounts to incompetence on the part of a person is a matter to be determined by the court having regard to all the relevant evidence and the circumstances of the case.

#### **7. Acquisition of Own Shares.**

7.1 The directors may, on behalf of the Company, subject to the written consent of all the members whose shares are to be purchased, redeemed or otherwise acquired, purchase, redeem or otherwise acquire any of the Company's own shares for such consideration as the directors consider fit, and either cancel or hold such shares as treasury shares. Shares may be purchased or otherwise acquired in exchange for newly issued shares in the Company.

7.2 The directors shall not, unless permitted pursuant to the Act, purchase, redeem or otherwise acquire any of the Company's own shares unless immediately after such purchase, redemption or other acquisition:

(a) the value of the Company's assets exceeds its liabilities; and

(b) the Company is able to pay its debts as they fall due.

7.3 Sections 60 and 61 of the Act shall not apply to the Company.

#### **8. Treasury Shares.**

8.1 Shares may only be held as treasury shares by the Company to the extent that the number of treasury shares does not exceed 50% of the shares of that class previously issued by the Company, excluding shares that have been cancelled.

8.2 The directors may dispose of any shares held as treasury shares on such terms and conditions as they may from time to time determine.

### **9. Notice of Meetings of Members.**

9.1 The directors may convene meetings of the members at such times and in such manner and places (within or outside the British Virgin Islands) as the directors consider necessary or desirable, and they shall convene such a meeting upon the written request of members entitled to exercise at least thirty (30) percent of the voting rights in respect of the matter for which the meeting is requested.

9.2 Not less than seven (7) days' notice specifying at least the place, the day and the hour of the meeting and general nature of the business to be conducted shall be given in the manner hereinafter mentioned to such persons whose names on the date the notice is given appear as members in the Company's register of members and are entitled to vote at the meeting. Notwithstanding the foregoing, a meeting of members held in contravention of the requirement to give notice is valid if members holding ninety (90) percent of:

- (a) the total voting rights on all the matters to be considered at the meeting; or
- (b) the votes of each class or series of shares where members are entitled to vote thereon as a class or series together with an absolute majority of the remaining votes,

have waived notice of the meeting and, for this purpose, the presence of a member at the meeting shall be deemed to constitute waiver on his part (unless such member objects in writing before or at the meeting).

9.3 The inadvertent failure of the directors to give notice of a meeting to a member or the fact that a member has not received a notice that has been properly given, shall not invalidate the meeting.

### **10. Proceedings at Meetings of Members.**

10.1 No business shall be transacted at any meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall consist of the holder or holders present in person or by proxy entitled to exercise at least fifty (50) percent of the voting rights of the shares of each class or series of shares entitled to vote as a class or series thereon and the same proportion of the votes of the remaining shares entitled to vote thereon.

10.2 A member shall be deemed to be present at a meeting of members if:

- (a) he or his proxy participates by telephone or other electronic means; and
- (b) all members and proxies participating in the meeting are able to hear each other.

10.3 If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be dissolved.

10.4 A member may attend a meeting of members personally or be represented by a proxy who may speak and vote on behalf of the member.

10.5 The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote. An instrument appointing a proxy shall be in such form as the Chairman of the meeting shall accept as properly evidencing the wishes of the member appointing the proxy, but must be in writing under the hand of the appointer unless the appointer is a corporation or other form of legal entity (other than one or more individuals holding as joint owner) in which case the instrument appointing a proxy shall be in writing under the hand of an individual duly authorised by such corporation or legal entity to execute the same.

10.6 At every meeting the members present shall choose someone of their number to be the chairman (the "Chairman"). If the members are unable to choose a Chairman for any reason, then the person representing the greatest number of voting shares present at the meeting shall preside as Chairman.

10.7 The Chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

10.8 At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the holders of a majority of in excess of fifty (50) percent of the votes of those members (or their duly appointed proxies) entitled to vote and voting on the resolution, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman; or
- (b) by any member present in person or by proxy and holding not less than one tenth of the total voting shares issued and having the right to vote on such resolution.

10.9 Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.



10.10 If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, at the discretion of the Chairman.

10.11 On a poll, every holder of a voting share present in person or by proxy shall have one vote for every voting share of which he is the holder which confers the right to a vote on the resolution.

10.12 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall not be entitled to a second or casting vote.

10.13 Subject to the Memorandum or these Articles, an action that may be taken by members at a meeting of members may also be taken by Written Resolution.

10.14 If a committee is appointed for any member who is of unsound mind, that member may vote by such committee.

### **11. Jointly Held Shares.**

11.1 Where shares are registered in the names of joint owners:

- (a) each registered owner may be present in person or by proxy at a meeting of members and may speak as a member;
- (b) if only one of them is present in person or by proxy, he may vote on behalf of all of them; and
- (c) if two or more are present in person or by proxy, they must vote as one. If more than one joint owner votes in person or by proxy at any meeting of members or by Written Resolution, the vote of the joint owner whose name appears first among such voting joint holders in the Company's register of members shall alone be counted.

**12. Corporations Acting by Representatives at Meetings.** Any corporation or other form of corporate legal entity which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the members or any class of members, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member.

### **13. Appointment and Removal of Directors.**

13.1 The first director or directors shall be appointed by the registered agent of the Company. Thereafter, the directors shall be appointed and removed by Resolution of Directors or Resolution of Members for such terms as the directors or members may so determine. Sections 114(2) and 114(3) of the Act shall not apply to the Company.

13.2 A person shall not be appointed as a director unless he has consented in writing to be a director.

13.3 Each director holds office until:

- (a) his disqualification to act as a director under section 111 of the Act (on which his office as director shall be automatically terminated if he has not resigned in accordance with section 115(2) of the Act);
- (b) his death;
- (c) his resignation; or
- (d) the effective date of his removal by Resolution of Directors or Resolution of Members.

13.4 The following are disqualified for appointment as a director:

- (a) an individual who is under 18 years of age;
- (b) a person who is a disqualified person within the meaning of section 260(4) of the Insolvency Act, 2003;
- (c) a person who is a restricted person within the meaning of section 409 of the Insolvency Act, 2003; and
- (d) an undischarged bankrupt.

13.5 A director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any meeting of the directors and meeting of the members and at any separate meeting of the holders of any class of shares in the Company.

13.6 The remuneration of directors (whether by way of salary, commission, participation in profits or otherwise) in respect of services rendered or to be rendered in any capacity to the Company (including to any company in which the Company may be interested) shall be fixed by Resolution of Directors or Resolution of Members. The directors may also be paid such 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 meetings of the members, or in connection with the business of the Company as shall be approved by Resolution of Directors or Resolution of Members.

### **14. Alternate and Reserve Directors.**

14.1 A director, by written instrument deposited at the registered office, may from time to time appoint another director or another person to be his alternate. Every such alternate shall be entitled to be given notice of meetings and Written Resolutions of the directors and to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the director appointing him, and to sign as a director any Written Resolution which is not signed by the director appointing him. Every such alternate shall be deemed to be an officer of the Company and shall not be deemed to be an agent of the director appointing him. Unless stated otherwise in the notice of the appointment of the alternate, if undue delay or difficulty would be occasioned by giving notice to a director of a resolution of which his approval is

sought in accordance with these Articles his alternate (if any) shall be entitled to signify approval of the same on behalf of that director. The remuneration of an alternate shall be payable out of the remuneration payable to the director appointing him, as agreed between such alternate and the director appointing him. A director, by writing under his hand deposited at the registered office, may at any time vary or revoke the appointment of an alternate appointed by him. If a director shall die or cease to hold the office of director, the appointment of his alternate shall thereupon cease and terminate.

14.2 Where the Company has only one member with voting rights who is an individual and that member is also the sole director (the "sole member/director"), that sole member/director may, by instrument in writing, nominate a person who is not disqualified from being a director under section 111(1) of the Act as a reserve director of the Company to act in the place of the sole director in the event of his death. A person shall not be nominated as a reserve director unless he has consented in writing to be nominated as a reserve director. The nomination of a person as a reserve director of the Company ceases to have effect if:

- (a) before the death of the sole member/director who nominated him:
  - (i) he resigns as reserve director; or
  - (ii) the sole member/director revokes the nomination in writing; or
- (b) the sole member/director who nominated him ceases to be the sole member/director for any reason other than his death.

#### **15. Duties of Directors and Conflicts of Interests.**

15.1 A director, in exercising his powers or performing his duties, shall act honestly and in good faith and in what the director believes to be in the best interests of the Company.

15.2 Notwithstanding the foregoing Article, if the Company is a wholly-owned subsidiary, a director may, when exercising powers or performing duties as a director, act in a manner which he believes is in the best interests of that Company's holding company (as defined in the Act) even though it may not be in the best interests of the Company.

15.3 A director shall exercise his powers as a director for a proper purpose and shall not act, or agree to the Company acting, in a manner that contravenes the Act or the Memorandum or Articles.

15.4 A director, when exercising powers or performing duties as a director, shall exercise the care, diligence, and skill that a reasonable director would exercise in the same circumstances taking into account, but without limitation:

- (a) the nature of the Company;
- (b) the nature of the decision; and
- (c) the position of the director and the nature of the responsibilities undertaken by him.

15.5 A director, when exercising his powers or performing his duties as a director, is entitled to rely upon the register of members and upon books, records, financial statements and other information prepared or supplied, and on professional or expert advice given, by:

- (a) an employee of the Company whom the director believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters which the director believes on reasonable grounds to be within the person's professional or expert competence; and
- (c) any other director, or committee of directors upon which the director did not serve, in relation to matters within the director's or committee's designated authority,

provided that the director: (i) acts in good faith; (ii) makes proper inquiry where the need for the inquiry is indicated by the circumstances; and (iii) has no knowledge that his reliance on the register of members or the books, records, financial statements and other information or expert advice is not warranted.

15.6 A director may hold any other office or position of profit under the Company (except that of auditor) in conjunction with his office of director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the directors shall approve.

15.7 A director may be or become a director or officer of, or otherwise be interested in any company promoted by the Company, or in which the Company may be interested, as a member or otherwise and no such director shall be accountable for any remuneration or other benefits received by him as director or officer or from his interest in such other company. The directors may also exercise the voting powers conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolutions appointing them, or of their number, directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. A director may vote in favour of the exercise of such voting rights in the manner aforesaid notwithstanding that he may be, or be about to become, a director or officer of such other company, and as such in any other manner is, or may be, interested in the exercise of such voting rights in the manner aforesaid.

15.8 No director shall be disqualified by his office from contracting with the Company either as a buyer, seller or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any director shall be in any way interested be voided, nor shall any director so contracting or being so interested be liable to account

to the Company for any profit realised by any such contract or arrangement, by reason of such director holding that office or by reason of the fiduciary relationship thereby established, provided such director shall, immediately after becoming aware of the fact that he is interested in a transaction entered into or to be entered into by the Company, disclose such interest to the board. For the purposes of this Article:

- (a) a director is not required to make such a disclosure if:
  - (i) the transaction or proposed transaction is between the director and the Company; and
  - (ii) the transaction or proposed transaction is or is to be entered into in the ordinary course of the Company's business and on usual terms and conditions;
- (b) a disclosure to the board to the effect that a director is a member, director, officer or trustee of another named company or other person and is to be regarded as interested in any transaction which may, after the date of the entry or disclosure, be entered into with that company or person, is a sufficient disclosure of interest in relation to that transaction. Such a disclosure is not made to the board unless it is made or brought to the attention of every director on the board; and
- (c) subject to section 125(1) of the Act, the failure by a director to comply with this Article does not affect the validity of a transaction entered into by the director or the Company.

15.9 A director who is interested in a transaction entered into or to be entered into by the Company may:

- (a) vote on a matter relating to the transaction;
- (b) attend a meeting of directors at which a matter relating to the transaction arises and be included among the directors present at the meeting for the purposes of a quorum; and
- (c) sign a document on behalf of the Company, or do any other thing in his capacity as a director, that relates to the transaction.

#### **16. Powers of Directors.**

16.1 The business of the Company shall be managed by the directors who may pay all expenses incurred preliminary to and in connection with the formation and registration of the Company, and may exercise all such powers of the Company necessary for managing and for directing and supervising, the business and affairs of the Company as are not by the Act or by the Memorandum or these Articles required to be exercised by the members, subject to any delegation of such powers as may be authorised by these Articles and permitted by the Act and to such requirements as may be prescribed by Resolution of the Members, but no requirement made by Resolution of the Members shall prevail if it be inconsistent with these Articles nor shall such requirement invalidate any prior act of the directors which would have been valid if such requirement had not been made.

16.2 If the number of directors shall have been fixed at two or more persons and by reason of vacancies having occurred in the board there shall be only one continuing director, he shall be authorised to act alone only for the purpose of appointing another director.

#### **17. Delegation by the Board to Directors, Committees, Officers, Attorneys and Agents.**

17.1 The board may entrust to and confer upon any director or officer any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to the provisions of section 110 of the Act, the directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committees so formed shall in the exercise of powers so delegated conform to any regulations that may be imposed on it by the directors or the provisions of the Act.

17.2 The directors have no power to delegate the following powers to a committee of directors:

- (a) to amend the Memorandum or Articles;
  - (b) to designate committees of directors;
  - (c) to delegate powers to a committee of directors; (This and the preceding sub-Article do not prevent a committee of directors, where authorised by the directors, from appointing a sub-committee and delegating powers exercisable by the committee to the subcommittee);
  - (d) to appoint or remove directors;
  - (e) to appoint or remove an agent;
  - (f) to approve a plan or merger, consolidation or arrangement;
  - (g) to make a declaration of solvency for the purposes of section 198(1)(a) of the Act or approve a liquidation plan;
- or
- (h) to make a determination under section 57(1) of the Act that the Company will, immediately after a proposed distribution, satisfy the solvency test.

17.3 Where the directors delegate their powers to a committee of directors, they remain responsible for the exercise of that power by the committee, unless they believed on reasonable grounds that at all times before the exercise of the power that the committee would exercise the power in conformity with the duties imposed on directors by the Act.

17.4 The directors may, by Resolution of Directors, appoint officers of the Company at such times as shall be considered necessary or expedient. The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modifications in such duties as may be prescribed by the directors thereafter.

17.5 Any person may hold more than one office and no officer need be a director or member. The officers shall remain in office until removed from office by the directors, whether or not a successor is appointed.

17.6 Any officer who is a body corporate may appoint any person as its duly authorised representative for the purpose of representing it and of transacting any of the business of the officers.

17.7 The directors may from time to time by power of attorney appoint any company, firm or person or body of persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as the directors think fit.

17.8 The directors may appoint any person, including a person who is a director, to be an agent of the Company. An agent of the Company has such powers and authority of the directors, including the power and authority to affix the common seal of the Company, as are set forth in the Resolution of Directors appointing the agent, except that no agent has any power or authority with respect to the following:

- (a) to amend the Memorandum or Articles;
- (b) to change the registered office or registered agent;
- (c) to designate committees of directors;
- (d) to delegate powers to a committee of directors;
- (e) to appoint or remove directors;
- (f) to appoint or remove an agent;
- (g) to fix emoluments of directors;
- (h) to approve a plan of merger, consolidation or arrangement;
- (i) to make a declaration of solvency for the purposes of section 198(1)(a) of the Act or to approve a liquidation plan;
- (j) to make a determination under section 57(1) of the Act that the Company will, immediately after a proposed distribution, satisfy the solvency test as stipulated in section 56 of the Act; or
- (k) to authorise the Company to continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands.

17.9 Where the directors appoint any person to be an agent of the Company, they may authorise the agent to appoint one or more substitutes or delegates to exercise some or all of the powers conferred on the agent by the Company.

17.10 The directors may at any time remove an agent and may revoke or vary a power conferred on him.

### **18. Proceedings of Directors.**

18.1 The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The meetings of the board and any committee thereof shall be held at such place or places (within or outside the British Virgin Islands) as the directors shall decide.

18.2 A director may at any time summon a meeting of the directors. A director shall be given not less than three (3) business days' (being full business days in the place of the director's residence) notice of a meeting of the directors, save that a meeting of directors held on less notice is valid if a majority of the directors entitled to vote at the meeting have waived the notice of the meeting; and, for this purpose, the presence of a director at the meeting shall be deemed to constitute waiver on his part (unless he objects in writing before or at the meeting).

18.3 The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, shall not invalidate the meeting.

18.4 Any director who is a body corporate may appoint any person its duly authorised representative for the purpose of representing it at meetings of the directors and of transacting any of the business of the directors.

18.5 A meeting of the directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than one-third of the total number of directors with a minimum of two (2).

18.6 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

18.7 A director shall be deemed to be present at a meeting of the board if:

- (a) he or his alternate participates by telephone or other electronic means; and
- (b) all directors and alternates participating in the meeting are able to hear each other.

18.8 The directors may elect a chairman (the "Chairman of the Board") of their meeting and determine the period for which he is to hold office. If no such Chairman of the Board is elected, or if at any meeting the Chairman of the Board is not present at the time appointed for holding the meeting, the directors present may choose one of their number to be Chairman of the Board for the meeting. If the directors are unable to choose a Chairman of the Board, for any reason, then the longest serving director present at the meeting shall preside as the Chairman of the Board.

18.9 Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality in votes the Chairman of the Board shall have a second or casting vote.

18.10 A resolution approved by a majority of the directors for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors and taking the form of a Written Resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or of such committee duly convened and held, without the need for any notice.

18.11 If the Company shall have only one director, the foregoing provisions for meetings of the directors shall not apply but such sole director shall have full power to represent and act for the Company in all matters and in lieu of minutes of a meeting shall record in writing and sign a note of memorandum of all matters requiring a Resolution of Directors. Such note or memorandum shall constitute sufficient evidence of such resolution for all purposes.

#### **19. Indemnification and Insurance.**

19.1 Subject to the provisions of the Act, every director and officer of the Company (which for the avoidance of doubt, shall not include auditors of the Company), together with every former director and former officer of the Company (each an "Indemnified Person") shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur as a result of any act or failure to act in carrying out their functions other than such liability (if any) that they may incur by reason of their own actual fraud or wilful default. No Indemnified Person shall be liable to the Company for any loss or damage incurred by the Company as a result (whether direct or indirect) of the carrying out of their functions unless that liability arises through the actual fraud or wilful default of such Indemnified Person. No person shall be found to have committed actual fraud or wilful default under this Article unless or until a court of competent jurisdiction shall have made a finding to that effect.

19.2 The Company shall advance to each Indemnified Person reasonable attorneys' fees and other costs and expenses incurred in connection with the defence of any action, suit, proceeding or investigation involving such Indemnified Person for which indemnity will or could be sought. In connection with any advance of any expenses hereunder, the Indemnified Person shall execute an undertaking to repay the advanced amount to the Company if it shall be determined by final judgment or other final adjudication that such Indemnified Person was not entitled to indemnification pursuant to this Article. If it shall be determined by a final judgment or other final adjudication that such Indemnified Person was not entitled to indemnification with respect to such judgment, costs or expenses, then such party shall not be indemnified with respect to such judgment, costs or expenses and any advancement shall be returned to the Company (without interest) by the Indemnified Person.

19.3 The directors, on behalf of the Company, may purchase and maintain insurance for the benefit of any director or other officer of the Company against any liability which, by virtue of any rule of law, would otherwise attach to such person in respect of any negligence, default, breach of duty or breach of trust of which such person may be guilty in relation to the Company.

#### **20. Company Seal and Entry into Contracts and Deeds.**

20.1 The directors shall provide for the safe custody of the common seal of the Company. The common seal when affixed to any instrument (save for a share certificate in accordance with these Articles) shall be witnessed by a director or officer of the Company or any other person so authorised from time to time by the directors.

20.2 A contract may be entered into by the Company as follows:

(a) a contract that, if entered into by an individual, would be required by law to be in writing and under seal, may be entered into by or on behalf of the Company in writing under the common seal of the Company, or executed by or on behalf of the Company by a director or an authorised agent of the Company, and may be varied or discharged in the same manner;

(b) a contract that, if entered into by an individual, would be required by law to be in writing and signed, may be entered into by or on behalf of the Company in writing and signed by a person acting under the express or implied authority of the company, and may be varied or discharged in the same manner; and

(c) a contract that, if entered into by an individual, would be valid although entered into orally, and not reduced to writing, may be entered into orally by or on behalf of the Company by a person acting under the express or implied authority of the Company, and may be varied or discharged in the same manner.

20.3 Notwithstanding the foregoing Article, an instrument is validly executed by the Company as a deed, or an instrument under seal, if it is either:

(a) sealed with the common seal of the Company and witnessed by a director and/or such other person who is authorised by the Memorandum or Articles to witness the application of the common seal of the Company; or

(b) expressed to be, or is expressed to be executed as, or otherwise makes clear on its face that it is intended to be, a deed and it is signed by a director and/or by a person acting under the express or implied authority of the Company.

#### **21. Distributions.**

21.1 Subject to the provisions of the Act, the directors may, by Resolution of Directors, authorise a distribution by the Company at a time, and of an amount, and to any members they think fit if they are satisfied, on reasonable grounds



that, immediately after the distribution, the value of the Company's assets will exceed the Company's liabilities and the Company is able to pay its debts as they fall due.

21.2 No distribution shall be paid on those shares which are held by the Company as treasury shares at the date of declaration of the distribution.

21.3 The directors may, before recommending any distribution, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at their discretion, either be employed in the business of the Company or be invested in such investments as the directors may from time to time think fit.

21.4 If several persons are registered as joint holders of any share, any of them may give effectual receipt for any distribution or other monies payable on or in respect of the share.

21.5 Notice of any distribution that may have been declared shall be given to each member in manner hereinafter mentioned and all distributions unclaimed for three years after having been declared may be forfeited by the directors for the benefit of the Company.

21.6 No distribution shall bear interest against the Company.

## **22. Company Records.**

22.1 The Company shall keep records that:

- (a) are sufficient to show and explain the Company's transactions; and
- (b) will, at any time, enable the financial position of the Company to be determined with reasonable accuracy.

22.2 The Company shall keep the following records at the office of its registered agent or at such other place or places, within or outside the British Virgin Islands, as the directors may determine:

- (a) minutes of all meetings and all resolutions of members and of classes of members; and
- (b) minutes of all meetings and all resolutions of directors and committees of directors.

22.3 Where any such records are kept at a place other than at the office of the Company's registered agent, the Company shall provide the registered agent with a written record of the physical address of the place or places at which the records are kept. Where the place at which any such records is changed, the Company shall provide the registered agent with the physical address of the new location of the records within fourteen days of the change of location.

22.4 The Company shall keep a register to be known as a register of directors containing the names and addresses of the persons who are directors, the date on which each person whose name is entered in the register was appointed as a director, the date on which each person named as a director ceased to be a director, and such other information as may be prescribed from time to time by law.

22.5 The Company shall maintain an accurate and complete register of members showing the full names and addresses of all persons holding registered shares in the Company, the number of each class and series of registered shares held by such person, the date on which the name of each member was entered in the register of members and where applicable, the date such person ceased to hold any registered shares in the Company.

22.6 The Company shall keep the following at the office of its registered agent:

- (a) the Memorandum and Articles;
- (b) the register of members maintained in accordance with these Articles or a copy of the register of members;
- (c) the register of directors maintained in accordance with these Articles or a copy of the register of directors;
- (d) copies of all notices and other documents filed by the Company in the previous ten years;
- (e) a copy of the register of charges kept by the Company pursuant to section 162(1) of the Act; and
- (f) an imprint of the common seal.

22.7 Where the Company keeps a copy of the register of members or the register of directors at the office of its registered agent, it shall:

- (a) within 15 days of any change in the register, notify the registered agent, in writing, of the change; and
- (b) provide the registered agent with a written record of the physical address of the place or places at which the original register of members or the original register of directors is kept.
- (c) Where the place at which the original register of members or the original register of directors is changed, the Company shall provide the registered agent with the physical address of the new location of the records within 14 days of the change of location.

22.8 The records, documents and registers required by these Articles shall be open to the inspection of the directors at all times.

22.9 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions the records, documents and registers of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right to inspect any records, documents or registers of the Company except as conferred by the Act or authorised by a Resolution of Directors.



### **23. Audit.**

23.1 The directors may by a Resolution of Directors call for the accounts of the Company to be examined by an auditor or auditors to be appointed by them at such remuneration as may from time to time be agreed.

23.2 The auditor may be a member but no director or officer of the Company shall be eligible during his continuance in office.

23.3 Every auditor of the Company shall have a right of access at all times to the books of account of the Company, and shall be entitled to require from the officers of the Company such information and explanations as he thinks necessary for the performance of his duties.

23.4 The report of the auditor shall be annexed to the accounts upon which he reports, and the auditor shall be entitled to receive notice of, and to attend, any meeting at which the Company's audited profit and loss account and/or balance sheet is to be presented.

### **24. Notices.**

24.1 Any notice, information or written statement required to be given to members shall be served by mail (air-mail service if available) addressed to each member at the address shown in the Company's register of members.

24.2 All notices directed to be given to the members shall, with respect to any registered shares to which persons are jointly entitled, be given to whichever of such persons is named first in the Company's register of members, and notice so given shall be sufficient notice to all the holders of such shares.

24.3 Any notice, if served by post, shall be deemed to have been served within ten days of posting, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and mailed with the postage prepaid.

**25. Continuation.** The Company may, by a Resolution of Directors or by a Resolution of Members, continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands in the manner provided under those laws.

### **26. Winding Up.**

26.1 The Company may be voluntarily liquidated under Part XII of the Act if it has no liabilities and it is able to pay its debts as they become due. A liquidator may, subject to the terms of the Act, be appointed by a Resolution of Directors or by a Resolution of Members.

If the Company shall be wound up, the liquidator may divide amongst the members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he deems fair upon any such property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributors as the liquidator shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### *Fourth resolution*

The meeting decides to acknowledge the resignation of Mr. Gérard Becquer, Mr. Pedro Racy Cirri and Mr. Philippe Racy Takla as directors of the Company with immediate effect and grants each of them full discharge for the execution of their mandate until today.

#### *Fifth resolution*

The meeting decides to acknowledge the resignation of Alter Domus Luxembourg S.à r.l. as statutory auditor of the Company with immediate effect and grants it full discharge for the execution of its mandate until today.

#### *Sixth resolution*

The meeting resolves to grant full power to Clinton Hemphill in order to execute the above-mentioned resolutions. In particular the meeting gives power of attorney to proceed to the filing before a British Virgin Islands notary of all necessary documents, duly legalised and apostilled in that respect, and the power to make any changes requested by the authorities for the registration of the deed before the authorities of British Virgin Islands, with express consents in the event that such registration would take place in several deeds.

#### *Costs*

The costs, expenditures, remunerations and charges in whatsoever form, incumbent on the Company or chargeable to it by reason of these presents, are estimated, without any prejudice, at approximately the sum of one thousand five hundred euro (EUR 1,500.-).

No item remaining on the order of business, the General Meeting is concluded.

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

IN WITNESS WHEREOF, drawn up in Esch/Alzette, the day, month and year as in the heading of these presents.  
And after reading given to those appearing, all did sign with Us, Notary, the present minutes.

**Follows the French translation:**

L'an deux mille treize le dix-neuf décembre

Par-devant Maître Francis Kessler, notaire de résidence à Esch-Sur-Alzette, Grand-Duché de Luxembourg, soussigné.

Se réunit

une assemblée générale extraordinaire de la société anonyme de droit luxembourgeois Phipe S.A., Société de Gestion de Patrimoine Familial (SPF), ayant son siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 42238 (la Société). La Société a été constituée le 26 novembre 1992 suivant un acte de Maître André Jean Joseph Schwachtgen, notaire de résidence à Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations n° 95 du 1<sup>er</sup> mars 1993.

Les statuts de la Société ont été modifiés pour la dernière fois suivant acte de Me Joseph Elvinger, notaire de résidence à Luxembourg du 09 février 2012, publié au Mémorial C numéro 622 du 09 mars 2012.

L'assemblée est présidée par Madame Sofia AFONSO-DA CHAO CONDE, employée privée, demeurant professionnellement à Esch/Alzette.

Le président désigne comme secrétaire Madame Claudia ROUCKERT, employée privée, demeurant professionnellement à Esch/Alzette.

et l'assemblée choisit comme scrutateur Madame Claudia ROUCKERT, employée privée, demeurant professionnellement à Esch/Alzette.

Le président prie le notaire d'acter que:

I. - Les actionnaires présents ou représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence, qui sera signée ne varietur par les actionnaires présents, les mandataires des actionnaires représentés ainsi que le notaire instrumentant, ci-annexée, le tout enregistré avec l'acte. Restent pareillement annexées les procurations des actionnaires représentés après avoir été signées ne varietur par les comparants et le notaire instrumentant.

II. - Qu'il apparaît de la liste de présence que l'intégralité du capital social est représentée à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour.

Les actionnaires présents et leurs mandataires déclarent renoncer à toutes formalités concernant la convocation des Assemblées Générales et déclarent avoir eu parfaite connaissance de l'ordre du jour de l'Assemblée Générale des Actionnaires.

Lesdits documents, signés ne varietur, resteront annexés au présent acte.

III. - Le Président déclare que l'ordre du jour est le suivant:

1) Transfert du siège social de la Société de son adresse actuelle au Grand-Duché de Luxembourg aux Iles Vierges Britanniques à l'adresse suivante "Rodus Building, Road Reef Marina, PO Box 3093, Road Town, Tortola, British Virgin Islands";

2) Modification de la dénomination de la Société en "Phipe S.A.";

3) Refonte totale des statuts de la Société aux fins de l'adapter à la législation des Iles Vierges Britanniques;

4) Acceptation de la démission de trois administrateurs actuels de la Société avec effet immédiat et décharge à leur donner;

5) Acceptation de la démission du commissaire au compte actuel de la Société avec effet immédiat et décharge à lui donner;

6) Divers.

Sur ce, l'assemblée générale aborde l'ordre du jour et après délibération, les résolutions suivantes sont prises à l'unanimité:

*Première résolution*

L'assemblée décide de transférer le siège social, administratif et le siège de direction effective de la Société de son adresse actuelle au Grand-Duché de Luxembourg aux Iles Vierges Britanniques, et de faire changer par la Société sa nationalité et de la continuer comme Société sous la loi sur les sociétés commerciales des Iles Vierges Britanniques, sans toutefois que ce changement de nationalité et de transfert de siège et de continuation ne donnent lieu, ni légalement, ni fiscalement à la constitution d'une personne juridique nouvelle, et le tout sous la condition suspensive de l'émission d'un certificat de continuation concernant la Société suivant la loi des Iles Vierges Britanniques. Le transfert sera effectif à la date d'émission d'un tel certificat de continuation.

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, telle que modifiée.

L'assemblée décide que l'adresse du siège social aux Iles Vierges Britanniques sera fixée à "Rodus Building, Road Reef Marina, PO Box 3093, Road Town, Tortola, British Virgin Islands".

### *Deuxième résolution*

L'assemblée décide de donner comme dénomination de la Société aux Iles Vierges Britanniques "Phipe S.A."

### *Troisième résolution*

L'assemblée décide de procéder à la refonte des statuts, de les adapter à la loi des Iles Vierges Britanniques et de leur donner la teneur suivante:

#### **1. Share Certificates.**

1.1 Every person whose name is entered as a member in the Company's register of members, being the holder of registered shares, shall without payment (except where otherwise noted) be entitled to a share certificate in the following circumstances:

- (a) on the issuance of such shares to such member;
- (b) on the transfer of such shares to such member;
- (c) on a re-designation or conversion of such shares with the effect that the certificate previously issued no longer properly describes such shares; and
- (d) at the discretion of the directors (who may levy a reasonable charge), on notice to the Company of a change of name of the member.

1.2 Such certificate shall be signed by a director or under the common seal of the Company (which the registered agent of the Company is authorised to affix to such certificate) with or without the signature of any director or officer of the Company specifying the share or shares held and the par value thereof (if any), provided that in respect of shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

1.3 If a certificate is worn out or lost it may, subject to the prior written consent of any mortgagee or chargee whose interest has been noted on the Company's register of members, be renewed on production of the worn out certificate, or on satisfactory proof of its loss together with such indemnity as the directors may reasonably require. Any member receiving a share certificate shall indemnify and hold the Company and its officers harmless from any loss or liability which it or they may incur by reason of wrongful or fraudulent use or representation made by any person by virtue of the possession of such a certificate.

#### **2. Issue of Shares.**

2.1 Subject to the provisions of these Articles, the unissued shares of the Company (whether forming part of the original or any increased authorised shares) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration, being not less than the par value (if any) of the shares being disposed of, and upon such terms and conditions as the directors may determine. Such consideration may take any form acceptable to the directors, including money, a promissory note, or other written obligation to contribute money or property, real property, personal property (including goodwill and know-how), services rendered or a contract for future services. Before issuing shares for a consideration other than money, the directors shall pass a Resolution of Directors stating:

- (a) the amount to be credited for the issue of the shares;
- (b) their determination of the reasonable present cash value of the nonmoney consideration for the issue; and
- (c) that, in their opinion, the present cash value of the non-money consideration for the issue is not less than the amount to be credited for the issue of the shares.

2.2 Subject to the provisions of the Act in this regard, shares may be issued on the terms that they are redeemable, or at the option of the Company be liable to be redeemed on such terms and in such manner as the directors before or at the time of the issue of such shares may determine.

2.3 The Company may issue bonus shares, partly paid shares and nil paid shares.

2.4 The directors may redeem any share issued by the Company at a premium.

2.5 Except as required by the Act, and notwithstanding that a share certificate may refer to a member holding shares "as trustee" or similar expression, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except as provided by these Articles or by the Act) any other rights in respect of any share except any absolute right to the entirety thereof by the registered holder.

#### **3. Forfeiture of Shares.**

3.1 The Company may, at any time after the due date for payment, serve on a member who has not paid in full for shares registered in the name of that member, a written notice of call ("Notice of Call") specifying a date for payment to be made. The Notice of Call shall name a further date not earlier than the expiration of 14 days from the date of service of the Notice of Call on or before which the payment required by the Notice of Call is to be made and shall contain a

statement that in the event of non-payment at or before the time named in the Notice of Call the shares, or any of them, in respect of which payment is not made will be liable to be forfeited.

3.2 Where a written Notice of Call has been issued under the foregoing Article and the requirements of the Notice of Call have not been complied with, the directors may, at any time before tender of payment, forfeit and cancel the shares to which the Notice of Call relates. The Company is under no obligation to refund any moneys to the member whose shares have been cancelled pursuant to this Article and that member shall be discharged from any further obligation to the Company.

#### **4. Transfer of Shares.**

4.1 Registered shares in the Company shall be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee. The instrument of transfer shall also be signed by the transferee if registration as a holder of the shares imposes a liability to the Company on the transferee. The instrument of transfer of a registered share shall be sent to the Company for registration.

4.2 Subject to the Memorandum, these Articles and to section 54(5) of the Act, the Company shall, on receipt of an instrument of transfer, enter the name of the transferee of the share in the Company's register of members unless the directors resolve to refuse or delay the registration of the transfer for reasons that shall be specified in the resolution. Where the directors pass such a resolution, the Company shall send to the transferor and the transferee a notice of the refusal or delay. Notwithstanding anything contained in the Memorandum or Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is:

- (a) to any mortgagee or chargee whose interest has been noted on the Company's register of members;
- (b) by any such mortgagee or chargee, pursuant to the power of sale under its security; or
- (c) by any such mortgagee or chargee in accordance with the terms of the relevant security document.

4.3 The transfer of a registered share is effective when the name of the transferee is entered in the Company's register of members.

#### **5. Mortgages of Shares and Charges over Shares.**

5.1 Members may mortgage or create a charge or other form of security over their shares.

5.2 The directors shall, at the written request of a member who has mortgaged or created a charge over his shares, enter in the Company's register of members:

- (a) a statement that such shares are mortgaged or charged;
- (b) the name of the mortgagee or chargee (where such information has been stated by the member); and
- (c) the date on which the statement and name are entered in the Company's register of members.

#### **6. Transmission of Shares.**

6.1 Subject to sections 52(2) and 53 of the Act, the executor or administrator of a deceased member, the guardian of an incompetent member or the trustee of a bankrupt member shall be the only person recognised by the Company as having any title to his share, save that and only in the event of death, incompetence or bankruptcy of any member or members as a consequence of which the Company no longer has any directors or members, then upon the production of any documentation which is reasonable evidence of the applicant being entitled to:

(a) a grant of probate of the deceased's will, or grant of letters of administration of the deceased's estate, or confirmation of the appointment as executor or administrator (as the case may be, or analogous position in the relevant jurisdiction), of a deceased member's estate;

(b) the appointment of a guardian (or analogous position in the relevant jurisdiction) of an incompetent member;

(c) the appointment as trustee (or analogous position in the relevant jurisdiction) of a bankrupt member; or

(d) upon production of any other reasonable evidence of the applicant's beneficial ownership of, or entitlement to the shares,

to the Company's registered agent in the British Virgin Islands together with (if so requested by the registered agent) a notarised copy of the share certificate(s) of the deceased, incompetent or bankrupt member, an indemnity in favour of the registered agent and/or appropriate legal advice in respect of any document issued by a foreign court, then the administrator, executor, guardian or trustee in bankruptcy (as the case may be) notwithstanding that their name has not been entered in the Company's register of members, may by written resolution of the applicant, endorsed with written approval by the registered agent, be appointed a director and/or entered in the Company's register of members as the legal and/or beneficial owner of the shares.

6.2 Without limiting the foregoing, the production to the Company of any document which is reasonable evidence of:

(a) a grant of probate of the will, or grant of letters of administration of the estate, or confirmation of the appointment as executor (or analogous position in the relevant jurisdiction), of a deceased member;

(b) the appointment of a guardian (or analogous position in the relevant jurisdiction) of an incompetent member;

(c) the trustee (or analogous position in the relevant jurisdiction) of a bankrupt member; or

(d) the applicant's legal and/or beneficial ownership of the shares,

shall be accepted by the Company even if the deceased, incompetent member or bankrupt member is resident and/ or domiciled outside the British Virgin Islands if the document is issued by a foreign court which had competent jurisdiction in the matter. For the purposes of establishing whether or not a foreign court had competent jurisdiction in such a matter the directors may obtain appropriate legal advice. The directors may also require an indemnity to be given by the executor, administrator, guardian, trustee in bankruptcy or the applicant.

6.3 Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of the death, incompetence or bankruptcy of any member may be registered as a member upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered as a member shall for all purposes be deemed to be a transfer of shares of the deceased, incompetent or bankrupt member and the directors shall treat it as such.

6.4 Any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered himself, request in writing that some person to be named by him be registered as the transferee of such share or shares and such request shall likewise be treated as if it were a transfer.

6.5 What amounts to incompetence on the part of a person is a matter to be determined by the court having regard to all the relevant evidence and the circumstances of the case.

#### **7. Acquisition of Own Shares.**

7.1 The directors may, on behalf of the Company, subject to the written consent of all the members whose shares are to be purchased, redeemed or otherwise acquired, purchase, redeem or otherwise acquire any of the Company's own shares for such consideration as the directors consider fit, and either cancel or hold such shares as treasury shares. Shares may be purchased or otherwise acquired in exchange for newly issued shares in the Company.

7.2 The directors shall not, unless permitted pursuant to the Act, purchase, redeem or otherwise acquire any of the Company's own shares unless immediately after such purchase, redemption or other acquisition:

- (a) the value of the Company's assets exceeds its liabilities; and
- (b) the Company is able to pay its debts as they fall due.

7.3 Sections 60 and 61 of the Act shall not apply to the Company.

#### **8. Treasury Shares.**

8.1 Shares may only be held as treasury shares by the Company to the extent that the number of treasury shares does not exceed 50% of the shares of that class previously issued by the Company, excluding shares that have been cancelled.

8.2 The directors may dispose of any shares held as treasury shares on such terms and conditions as they may from time to time determine.

#### **9. Notice of Meetings of Members.**

9.1 The directors may convene meetings of the members at such times and in such manner and places (within or outside the British Virgin Islands) as the directors consider necessary or desirable, and they shall convene such a meeting upon the written request of members entitled to exercise at least thirty (30) percent of the voting rights in respect of the matter for which the meeting is requested.

9.2 Not less than seven (7) days' notice specifying at least the place, the day and the hour of the meeting and general nature of the business to be conducted shall be given in the manner hereinafter mentioned to such persons whose names on the date the notice is given appear as members in the Company's register of members and are entitled to vote at the meeting. Notwithstanding the foregoing, a meeting of members held in contravention of the requirement to give notice is valid if members holding ninety (90) percent of:

- (a) the total voting rights on all the matters to be considered at the meeting; or
- (b) the votes of each class or series of shares where members are entitled to vote thereon as a class or series together with an absolute majority of the remaining votes,

have waived notice of the meeting and, for this purpose, the presence of a member at the meeting shall be deemed to constitute waiver on his part (unless such member objects in writing before or at the meeting).

9.3 The inadvertent failure of the directors to give notice of a meeting to a member or the fact that a member has not received a notice that has been properly given, shall not invalidate the meeting.

#### **10. Proceedings at Meetings of Members.**

10.1 No business shall be transacted at any meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall consist of the holder or holders present in person or by proxy entitled to exercise at least fifty (50) percent of the voting rights of the shares of each class or series of shares entitled to vote as a class or series thereon and the same proportion of the votes of the remaining shares entitled to vote thereon.

10.2 A member shall be deemed to be present at a meeting of members if:

- (a) he or his proxy participates by telephone or other electronic means; and
- (b) all members and proxies participating in the meeting are able to hear each other.

10.3 If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be dissolved.

10.4 A member may attend a meeting of members personally or be represented by a proxy who may speak and vote on behalf of the member.

10.5 The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote. An instrument appointing a proxy shall be in such form as the Chairman of the meeting shall accept as properly evidencing the wishes of the member appointing the proxy, but must be in writing under the hand of the appointer unless the appointer is a corporation or other form of legal entity (other than one or more individuals holding as joint owner) in which case the instrument appointing a proxy shall be in writing under the hand of an individual duly authorised by such corporation or legal entity to execute the same.

10.6 At every meeting the members present shall choose someone of their number to be the chairman (the "Chairman"). If the members are unable to choose a Chairman for any reason, then the person representing the greatest number of voting shares present at the meeting shall preside as Chairman.

10.7 The Chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

10.8 At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the holders of a majority of in excess of fifty (50) percent of the votes of those members (or their duly appointed proxies) entitled to vote and voting on the resolution, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the Chairman; or

(b) by any member present in person or by proxy and holding not less than one tenth of the total voting shares issued and having the right to vote on such resolution.

10.9 Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

10.10 If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, at the discretion of the Chairman.

10.11 On a poll, every holder of a voting share present in person or by proxy shall have one vote for every voting share of which he is the holder which confers the right to a vote on the resolution.

10.12 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall not be entitled to a second or casting vote.

10.13 Subject to the Memorandum or these Articles, an action that may be taken by members at a meeting of members may also be taken by Written Resolution.

10.14 If a committee is appointed for any member who is of unsound mind, that member may vote by such committee.

## **11. Jointly Held Shares.**

11.1 Where shares are registered in the names of joint owners:

(a) each registered owner may be present in person or by proxy at a meeting of members and may speak as a member;

(b) if only one of them is present in person or by proxy, he may vote on behalf of all of them; and

(c) if two or more are present in person or by proxy, they must vote as one. If more than one joint owner votes in person or by proxy at any meeting of members or by Written Resolution, the vote of the joint owner whose name appears first among such voting joint holders in the Company's register of members shall alone be counted.

**12. Corporations Acting by Representatives at Meetings.** Any corporation or other form of corporate legal entity which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the members or any class of members, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member.

## **13. Appointment and Removal of Directors.**

13.1 The first director or directors shall be appointed by the registered agent of the Company. Thereafter, the directors shall be appointed and removed by Resolution of Directors or Resolution of Members for such terms as the directors or members may so determine. Sections 114(2) and 114(3) of the Act shall not apply to the Company.

13.2 A person shall not be appointed as a director unless he has consented in writing to be a director.

13.3 Each director holds office until:



(a) his disqualification to act as a director under section 111 of the Act (on which his office as director shall be automatically terminated if he has not resigned in accordance with section 115(2) of the Act);

(b) his death;

(c) his resignation; or

(d) the effective date of his removal by Resolution of Directors or Resolution of Members.

13.4 The following are disqualified for appointment as a director:

(a) an individual who is under 18 years of age;

(b) a person who is a disqualified person within the meaning of section 260(4) of the Insolvency Act, 2003;

(c) a person who is a restricted person within the meaning of section 409 of the Insolvency Act, 2003; and

(d) an undischarged bankrupt.

13.5 A director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any meeting of the directors and meeting of the members and at any separate meeting of the holders of any class of shares in the Company.

13.6 The remuneration of directors (whether by way of salary, commission, participation in profits or otherwise) in respect of services rendered or to be rendered in any capacity to the Company (including to any company in which the Company may be interested) shall be fixed by Resolution of Directors or Resolution of Members. The directors may also be paid such 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 meetings of the members, or in connection with the business of the Company as shall be approved by Resolution of Directors or Resolution of Members.

#### **14. Alternate and Reserve Directors.**

14.1 A director, by written instrument deposited at the registered office, may from time to time appoint another director or another person to be his alternate. Every such alternate shall be entitled to be given notice of meetings and Written Resolutions of the directors and to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the director appointing him, and to sign as a director any Written Resolution which is not signed by the director appointing him. Every such alternate shall be deemed to be an officer of the Company and shall not be deemed to be an agent of the director appointing him. Unless stated otherwise in the notice of the appointment of the alternate, if undue delay or difficulty would be occasioned by giving notice to a director of a resolution of which his approval is sought in accordance with these Articles his alternate (if any) shall be entitled to signify approval of the same on behalf of that director. The remuneration of an alternate shall be payable out of the remuneration payable to the director appointing him, as agreed between such alternate and the director appointing him. A director, by writing under his hand deposited at the registered office, may at any time vary or revoke the appointment of an alternate appointed by him. If a director shall die or cease to hold the office of director, the appointment of his alternate shall thereupon cease and terminate.

14.2 Where the Company has only one member with voting rights who is an individual and that member is also the sole director (the "sole member/director"), that sole member/director may, by instrument in writing, nominate a person who is not disqualified from being a director under section 111(1) of the Act as a reserve director of the Company to act in the place of the sole director in the event of his death. A person shall not be nominated as a reserve director unless he has consented in writing to be nominated as a reserve director. The nomination of a person as a reserve director of the Company ceases to have effect if:

(a) before the death of the sole member/director who nominated him:

(i) he resigns as reserve director; or

(ii) the sole member/director revokes the nomination in writing; or

(b) the sole member/director who nominated him ceases to be the sole member/director for any reason other than his death.

#### **15. Duties of Directors and Conflicts of Interests.**

15.1 A director, in exercising his powers or performing his duties, shall act honestly and in good faith and in what the director believes to be in the best interests of the Company.

15.2 Notwithstanding the foregoing Article, if the Company is a wholly-owned subsidiary, a director may, when exercising powers or performing duties as a director, act in a manner which he believes is in the best interests of that Company's holding company (as defined in the Act) even though it may not be in the best interests of the Company.

15.3 A director shall exercise his powers as a director for a proper purpose and shall not act, or agree to the Company acting, in a manner that contravenes the Act or the Memorandum or Articles.

15.4 A director, when exercising powers or performing duties as a director, shall exercise the care, diligence, and skill that a reasonable director would exercise in the same circumstances taking into account, but without limitation:

(a) the nature of the Company;

(b) the nature of the decision; and

(c) the position of the director and the nature of the responsibilities undertaken by him.

15.5 A director, when exercising his powers or performing his duties as a director, is entitled to rely upon the register of members and upon books, records, financial statements and other information prepared or supplied, and on professional or expert advice given, by:

(a) an employee of the Company whom the director believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(b) a professional adviser or expert in relation to matters which the director believes on reasonable grounds to be within the person's professional or expert competence; and

(c) any other director, or committee of directors upon which the director did not serve, in relation to matters within the director's or committee's designated authority,

provided that the director: (i) acts in good faith; (ii) makes proper inquiry where the need for the inquiry is indicated by the circumstances; and (iii) has no knowledge that his reliance on the register of members or the books, records, financial statements and other information or expert advice is not warranted.

15.6 A director may hold any other office or position of profit under the Company (except that of auditor) in conjunction with his office of director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the directors shall approve.

15.7 A director may be or become a director or officer of, or otherwise be interested in any company promoted by the Company, or in which the Company may be interested, as a member or otherwise and no such director shall be accountable for any remuneration or other benefits received by him as director or officer or from his interest in such other company. The directors may also exercise the voting powers conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolutions appointing them, or of their number, directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. A director may vote in favour of the exercise of such voting rights in the manner aforesaid notwithstanding that he may be, or be about to become, a director or officer of such other company, and as such in any other manner is, or may be, interested in the exercise of such voting rights in the manner aforesaid.

15.8 No director shall be disqualified by his office from contracting with the Company either as a buyer, seller or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any director shall be in any way interested be voided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement, by reason of such director holding that office or by reason of the fiduciary relationship thereby established, provided such director shall, immediately after becoming aware of the fact that he is interested in a transaction entered into or to be entered into by the Company, disclose such interest to the board. For the purposes of this Article:

(a) a director is not required to make such a disclosure if:

(i) the transaction or proposed transaction is between the director and the Company; and

(ii) the transaction or proposed transaction is or is to be entered into in the ordinary course of the Company's business and on usual terms and conditions;

(b) a disclosure to the board to the effect that a director is a member, director, officer or trustee of another named company or other person and is to be regarded as interested in any transaction which may, after the date of the entry or disclosure, be entered into with that company or person, is a sufficient disclosure of interest in relation to that transaction. Such a disclosure is not made to the board unless it is made or brought to the attention of every director on the board; and

(c) subject to section 125(1) of the Act, the failure by a director to comply with this Article does not affect the validity of a transaction entered into by the director or the Company.

15.9 A director who is interested in a transaction entered into or to be entered into by the Company may:

(a) vote on a matter relating to the transaction;

(b) attend a meeting of directors at which a matter relating to the transaction arises and be included among the directors present at the meeting for the purposes of a quorum; and

(c) sign a document on behalf of the Company, or do any other thing in his capacity as a director, that relates to the transaction.

## **16. Powers of Directors.**

16.1 The business of the Company shall be managed by the directors who may pay all expenses incurred preliminary to and in connection with the formation and registration of the Company, and may exercise all such powers of the Company necessary for managing and for directing and supervising, the business and affairs of the Company as are not by the Act or by the Memorandum or these Articles required to be exercised by the members, subject to any delegation of such powers as may be authorised by these Articles and permitted by the Act and to such requirements as may be prescribed by Resolution of the Members, but no requirement made by Resolution of the Members shall prevail if it be

inconsistent with these Articles nor shall such requirement invalidate any prior act of the directors which would have been valid if such requirement had not been made.

16.2 If the number of directors shall have been fixed at two or more persons and by reason of vacancies having occurred in the board there shall be only one continuing director, he shall be authorised to act alone only for the purpose of appointing another director.

#### **17. Delegation by the Board to Directors, Committees, Officers, Attorneys and Agents.**

17.1 The board may entrust to and confer upon any director or officer any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to the provisions of section 110 of the Act, the directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committees so formed shall in the exercise of powers so delegated conform to any regulations that may be imposed on it by the directors or the provisions of the Act.

17.2 The directors have no power to delegate the following powers to a committee of directors:

- (a) to amend the Memorandum or Articles;
  - (b) to designate committees of directors;
  - (c) to delegate powers to a committee of directors; (This and the preceding sub-Article do not prevent a committee of directors, where authorised by the directors, from appointing a sub-committee and delegating powers exercisable by the committee to the subcommittee);
  - (d) to appoint or remove directors;
  - (e) to appoint or remove an agent;
  - (f) to approve a plan or merger, consolidation or arrangement;
  - (g) to make a declaration of solvency for the purposes of section 198(1)(a) of the Act or approve a liquidation plan;
- or
- (h) to make a determination under section 57(1) of the Act that the Company will, immediately after a proposed distribution, satisfy the solvency test.

17.3 Where the directors delegate their powers to a committee of directors, they remain responsible for the exercise of that power by the committee, unless they believed on reasonable grounds that at all times before the exercise of the power that the committee would exercise the power in conformity with the duties imposed on directors by the Act.

17.4 The directors may, by Resolution of Directors, appoint officers of the Company at such times as shall be considered necessary or expedient. The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modifications in such duties as may be prescribed by the directors thereafter.

17.5 Any person may hold more than one office and no officer need be a director or member. The officers shall remain in office until removed from office by the directors, whether or not a successor is appointed.

17.6 Any officer who is a body corporate may appoint any person as its duly authorised representative for the purpose of representing it and of transacting any of the business of the officers.

17.7 The directors may from time to time by power of attorney appoint any company, firm or person or body of persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as the directors think fit.

17.8 The directors may appoint any person, including a person who is a director, to be an agent of the Company. An agent of the Company has such powers and authority of the directors, including the power and authority to affix the common seal of the Company, as are set forth in the Resolution of Directors appointing the agent, except that no agent has any power or authority with respect to the following:

- (a) to amend the Memorandum or Articles;
- (b) to change the registered office or registered agent;
- (c) to designate committees of directors;
- (d) to delegate powers to a committee of directors;
- (e) to appoint or remove directors;
- (f) to appoint or remove an agent;
- (g) to fix emoluments of directors;
- (h) to approve a plan of merger, consolidation or arrangement;
- (i) to make a declaration of solvency for the purposes of section 198(1)(a) of the Act or to approve a liquidation plan;
- (j) to make a determination under section 57(1) of the Act that the Company will, immediately after a proposed distribution, satisfy the solvency test as stipulated in section 56 of the Act; or
- (k) to authorise the Company to continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands.

17.9 Where the directors appoint any person to be an agent of the Company, they may authorise the agent to appoint one or more substitutes or delegates to exercise some or all of the powers conferred on the agent by the Company.

17.10 The directors may at any time remove an agent and may revoke or vary a power conferred on him.

### **18. Proceedings of Directors.**

18.1 The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The meetings of the board and any committee thereof shall be held at such place or places (within or outside the British Virgin Islands) as the directors shall decide.

18.2 A director may at any time summon a meeting of the directors. A director shall be given not less than three (3) business days' (being full business days in the place of the director's residence) notice of a meeting of the directors, save that a meeting of directors held on less notice is valid if a majority of the directors entitled to vote at the meeting have waived the notice of the meeting; and, for this purpose, the presence of a director at the meeting shall be deemed to constitute waiver on his part (unless he objects in writing before or at the meeting).

18.3 The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, shall not invalidate the meeting.

18.4 Any director who is a body corporate may appoint any person its duly authorised representative for the purpose of representing it at meetings of the directors and of transacting any of the business of the directors.

18.5 A meeting of the directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than one-third of the total number of directors with a minimum of two (2).

18.6 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

18.7 A director shall be deemed to be present at a meeting of the board if:

- (a) he or his alternate participates by telephone or other electronic means; and
- (b) all directors and alternates participating in the meeting are able to hear each other.

18.8 The directors may elect a chairman (the "Chairman of the Board") of their meeting and determine the period for which he is to hold office. If no such Chairman of the Board is elected, or if at any meeting the Chairman of the Board is not present at the time appointed for holding the meeting, the directors present may choose one of their number to be Chairman of the Board for the meeting. If the directors are unable to choose a Chairman of the Board, for any reason, then the longest serving director present at the meeting shall preside as the Chairman of the Board.

18.9 Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality in votes the Chairman of the Board shall have a second or casting vote.

18.10 A resolution approved by a majority of the directors for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors and taking the form of a Written Resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or of such committee duly convened and held, without the need for any notice.

18.11 If the Company shall have only one director, the foregoing provisions for meetings of the directors shall not apply but such sole director shall have full power to represent and act for the Company in all matters and in lieu of minutes of a meeting shall record in writing and sign a note of memorandum of all matters requiring a Resolution of Directors. Such note or memorandum shall constitute sufficient evidence of such resolution for all purposes.

### **19. Indemnification and Insurance.**

19.1 Subject to the provisions of the Act, every director and officer of the Company (which for the avoidance of doubt, shall not include auditors of the Company), together with every former director and former officer of the Company (each an "Indemnified Person") shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur as a result of any act or failure to act in carrying out their functions other than such liability (if any) that they may incur by reason of their own actual fraud or wilful default. No Indemnified Person shall be liable to the Company for any loss or damage incurred by the Company as a result (whether direct or indirect) of the carrying out of their functions unless that liability arises through the actual fraud or wilful default of such Indemnified Person. No person shall be found to have committed actual fraud or wilful default under this Article unless or until a court of competent jurisdiction shall have made a finding to that effect.

19.2 The Company shall advance to each Indemnified Person reasonable attorneys' fees and other costs and expenses incurred in connection with the defence of any action, suit, proceeding or investigation involving such Indemnified Person for which indemnity will or could be sought. In connection with any advance of any expenses hereunder, the Indemnified Person shall execute an undertaking to repay the advanced amount to the Company if it shall be determined by final judgment or other final adjudication that such Indemnified Person was not entitled to indemnification pursuant to this Article. If it shall be determined by a final judgment or other final adjudication that such Indemnified Person was not entitled to indemnification with respect to such judgment, costs or expenses, then such party shall not be indemnified with respect to such judgment, costs or expenses and any advancement shall be returned to the Company (without interest) by the Indemnified Person.

19.3 The directors, on behalf of the Company, may purchase and maintain insurance for the benefit of any director or other officer of the Company against any liability which, by virtue of any rule of law, would otherwise attach to such person in respect of any negligence, default, breach of duty or breach of trust of which such person may be guilty in relation to the Company.

## **20. Company Seal and Entry into Contracts and Deeds.**

20.1 The directors shall provide for the safe custody of the common seal of the Company. The common seal when affixed to any instrument (save for a share certificate in accordance with these Articles) shall be witnessed by a director or officer of the Company or any other person so authorised from time to time by the directors.

20.2 A contract may be entered into by the Company as follows:

(a) a contract that, if entered into by an individual, would be required by law to be in writing and under seal, may be entered into by or on behalf of the Company in writing under the common seal of the Company, or executed by or on behalf of the Company by a director or an authorised agent of the Company, and may be varied or discharged in the same manner;

(b) a contract that, if entered into by an individual, would be required by law to be in writing and signed, may be entered into by or on behalf of the Company in writing and signed by a person acting under the express or implied authority of the company, and may be varied or discharged in the same manner; and

(c) a contract that, if entered into by an individual, would be valid although entered into orally, and not reduced to writing, may be entered into orally by or on behalf of the Company by a person acting under the express or implied authority of the Company, and may be varied or discharged in the same manner.

20.3 Notwithstanding the foregoing Article, an instrument is validly executed by the Company as a deed, or an instrument under seal, if it is either:

(a) sealed with the common seal of the Company and witnessed by a director and/or such other person who is authorised by the Memorandum or Articles to witness the application of the common seal of the Company; or

(b) expressed to be, or is expressed to be executed as, or otherwise makes clear on its face that it is intended to be, a deed and it is signed by a director and/or by a person acting under the express or implied authority of the Company.

## **21. Distributions.**

21.1 Subject to the provisions of the Act, the directors may, by Resolution of Directors, authorise a distribution by the Company at a time, and of an amount, and to any members they think fit if they are satisfied, on reasonable grounds that, immediately after the distribution, the value of the Company's assets will exceed the Company's liabilities and the Company is able to pay its debts as they fall due.

21.2 No distribution shall be paid on those shares which are held by the Company as treasury shares at the date of declaration of the distribution.

21.3 The directors may, before recommending any distribution, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at their discretion, either be employed in the business of the Company or be invested in such investments as the directors may from time to time think fit.

21.4 If several persons are registered as joint holders of any share, any of them may give effectual receipt for any distribution or other monies payable on or in respect of the share.

21.5 Notice of any distribution that may have been declared shall be given to each member in manner hereinafter mentioned and all distributions unclaimed for three years after having been declared may be forfeited by the directors for the benefit of the Company.

21.6 No distribution shall bear interest against the Company.

## **22. Company Records.**

22.1 The Company shall keep records that:

(a) are sufficient to show and explain the Company's transactions; and

(b) will, at any time, enable the financial position of the Company to be determined with reasonable accuracy.

22.2 The Company shall keep the following records at the office of its registered agent or at such other place or places, within or outside the British Virgin Islands, as the directors may determine:

(a) minutes of all meetings and all resolutions of members and of classes of members; and

(b) minutes of all meetings and all resolutions of directors and committees of directors.

22.3 Where any such records are kept at a place other than at the office of the Company's registered agent, the Company shall provide the registered agent with a written record of the physical address of the place or places at which the records are kept. Where the place at which any such records is changed, the Company shall provide the registered agent with the physical address of the new location of the records within fourteen days of the change of location.

22.4 The Company shall keep a register to be known as a register of directors containing the names and addresses of the persons who are directors, the date on which each person whose name is entered in the register was appointed as a director, the date on which each person named as a director ceased to be a director, and such other information as may be prescribed from time to time by law.



22.5 The Company shall maintain an accurate and complete register of members showing the full names and addresses of all persons holding registered shares in the Company, the number of each class and series of registered shares held by such person, the date on which the name of each member was entered in the register of members and where applicable, the date such person ceased to hold any registered shares in the Company.

22.6 The Company shall keep the following at the office of its registered agent:

- (a) the Memorandum and Articles;
- (b) the register of members maintained in accordance with these Articles or a copy of the register of members;
- (c) the register of directors maintained in accordance with these Articles or a copy of the register of directors;
- (d) copies of all notices and other documents filed by the Company in the previous ten years;
- (e) a copy of the register of charges kept by the Company pursuant to section 162(1) of the Act; and
- (f) an imprint of the common seal.

22.7 Where the Company keeps a copy of the register of members or the register of directors at the office of its registered agent, it shall:

- (a) within 15 days of any change in the register, notify the registered agent, in writing, of the change; and
- (b) provide the registered agent with a written record of the physical address of the place or places at which the original register of members or the original register of directors is kept.
- (c) Where the place at which the original register of members or the original register of directors is changed, the Company shall provide the registered agent with the physical address of the new location of the records within 14 days of the change of location.

22.8 The records, documents and registers required by these Articles shall be open to the inspection of the directors at all times.

22.9 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions the records, documents and registers of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right to inspect any records, documents or registers of the Company except as conferred by the Act or authorised by a Resolution of Directors.

### **23. Audit.**

23.1 The directors may by a Resolution of Directors call for the accounts of the Company to be examined by an auditor or auditors to be appointed by them at such remuneration as may from time to time be agreed.

23.2 The auditor may be a member but no director or officer of the Company shall be eligible during his continuance in office.

23.3 Every auditor of the Company shall have a right of access at all times to the books of account of the Company, and shall be entitled to require from the officers of the Company such information and explanations as he thinks necessary for the performance of his duties.

23.4 The report of the auditor shall be annexed to the accounts upon which he reports, and the auditor shall be entitled to receive notice of, and to attend, any meeting at which the Company's audited profit and loss account and/or balance sheet is to be presented.

### **24. Notices.**

24.1 Any notice, information or written statement required to be given to members shall be served by mail (air-mail service if available) addressed to each member at the address shown in the Company's register of members.

24.2 All notices directed to be given to the members shall, with respect to any registered shares to which persons are jointly entitled, be given to whichever of such persons is named first in the Company's register of members, and notice so given shall be sufficient notice to all the holders of such shares.

24.3 Any notice, if served by post, shall be deemed to have been served within ten days of posting, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and mailed with the postage prepaid.

**25. Continuation.** The Company may, by a Resolution of Directors or by a Resolution of Members, continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands in the manner provided under those laws.

### **26. Winding Up.**

26.1 The Company may be voluntarily liquidated under Part XII of the Act if it has no liabilities and it is able to pay its debts as they become due. A liquidator may, subject to the terms of the Act, be appointed by a Resolution of Directors or by a Resolution of Members.

If the Company shall be wound up, the liquidator may divide amongst the members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he deems fair upon any such property to be divided as aforesaid and may determine how such



division shall be carried out as between the members or different classes of members. The liquidator may vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributors as the liquidator shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

*Quatrième résolution*

L'assemblée décide d'accepter la démission de Monsieur Gérard Becquer, Monsieur Pedro Racy Cirri et Monsieur Philippe Racy Takla de leur poste d'administrateurs de la Société avec effet immédiat et leur donne décharge pour l'exécution de son mandat jusqu'à ce jour.

*Cinquième résolution*

L'assemblée décide d'accepter la démission d'Alter Domus Luxembourg S.à r.l. de son poste de commissaire aux comptes de la Société avec effet immédiat et lui donne décharge pour l'exécution de son mandat jusqu'à ce jour.

*Sixième résolution*

L'assemblée décide de conférer tous pouvoirs à Clinton Hemphill en vue de l'exécution des résolutions ci-avant mentionnées. En particulier, l'Assemblée lui donne mandat aux fins de procéder au dépôt auprès d'un notaire des Iles Vierges Britanniques de l'ensemble des documents nécessaires à cet effet, dûment légalisés et munis de l'apostille applicable à cette situation, ainsi que la faculté d'apporter toute modification demandée par les autorités compétentes en vue de l'inscription de la présente auprès des autorités des Iles Vierges Britanniques, avec consentement express dans l'hypothèse où ladite inscription interviendrait en plusieurs actes.

*Frais*

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la Société et mis à sa charge à raison des présentes, sont évalués sans nul préjudice à la somme de mille cinq cents euros (EUR 1.500,-).

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

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

Dont Procès-verbal, fait et passé à Esch/Alzette, les jour, mois et an qu'en tête des présentes.

Et après lecture, les comparants prémentionnés ont signé avec le notaire instrumentant le présent procès-verbal.

Signé: Conde, Rouckert, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 30 décembre 2013. Relation: EAC/2013/17481. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): M. Halsdorf.

POUR EXPEDITION CONFORME.

Référence de publication: 2014020409/1293.

(140022810) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 février 2014.

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**Aceur Investment S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 167.486.

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EXTRAIT

- Il a été décidé lors de l'Assemblée Générale de la Société, tenue le 27 janvier 2014, de reconduire avec effet au 1<sup>er</sup> janvier 2014, le mandat de l'administrateur Monsieur Marcel Stephany jusqu'à l'Assemblée qui approuvera les comptes arrêtés au 31 décembre 2015;

- Il a été également décidé de renouveler avec effet au 1<sup>er</sup> janvier 2014, pour la même période, le mandat du commissaire aux comptes, Certifica Luxembourg S.à r.l., ayant son siège social au 1, rue des Glacis, L-1628 Luxembourg, Grand-Duché de Luxembourg, B 86.770.

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

Pour extrait conforme

Luxembourg, le 27 janvier 2014.

Référence de publication: 2014020553/17.

(140023721) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Allianz Investments I Luxembourg S.à r.l., Société à responsabilité limitée.**

Siège social: L-1717 Luxembourg, 8-10, rue Mathias Hardt.

R.C.S. Luxembourg B 112.841.

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AUSZUG

Das Mandat der KPMG AUDIT S.à r.l., mit Sitz in L-2520 Luxembourg, 9, Allée Scheffer, eingetragen im Handels- und Gesellschaftsregister Luxemburg unter der Nummer B 103.590, als Wirtschaftsprüfer der Gesellschaft, wurde bei der Generalversammlung, welche über die Jahreskonten des Geschäftsjahres 2012 beschließt nicht erneuert.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Für gleichlautenden Auszug

Allianz Investments I Luxembourg S.à r.l.

Unterschrift

Ein Bevollmächtigter

Référence de publication: 2014020558/16.

(140023546) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**W. S. A. s. à r.l., Agence de Gestion de Dépôts - Warehouses Service Agency, Société à responsabilité limitée.**

Siège social: Soleuvre, rue de Limpach.

R.C.S. Luxembourg B 16.461.

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*Extrait du procès-verbal de l'assemblée générale ordinaire du 22 janvier 2014*

- L'assemblée accorde à compter du 22 janvier 2014 et pour un terme de 5 ans prenant fin à l'issue de l'assemblée statutaire qui se tiendra en deux mille dix neuf les mandats des administrateurs ci-après:

M. Jean OLINGER, habitant 71 rue de la barrière, L-1215 LUXEMBOURG

M. Gilles FEIDER, habitant au 1 rue Jean-Pierre Thoma, L-2627 LUXEMBOURG

M. Serge ALZIN, habitant au 1A rue de Redange, L-8544 NAGEM

M. Patrick DURY, habitant 11 rue du commerce, L-1012 LUXEMBOURG

M. Marco GOELER, habitant 4A rue Jean Pierre Beckius, L-6671 MERTERT

Mme. Tamara LEFEBER, habitant 38C route de Trèves L-6793 GREVENMACHER

M. Antoine WEBER, habitant 24-26 bvd d'AVRANCHESL-1160 LUXEMBOURG

M. Pierre SCHREINER, habitant au L-3701 RUMELANGE

- Monsieur Raymond SOUMER ne se représentant pas, il n'aura à compter du 22 janvier 2014 plus de mandat d'administrateur.

Référence de publication: 2014020554/20.

(140023949) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Pestana International Holdings S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 17.673.

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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 5 février 2014.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2014020405/14.

(140023072) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 février 2014.

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**AMCI Worldwide S.à r.l., Société à responsabilité limitée.****Capital social: USD 776.834,00.**

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

R.C.S. Luxembourg B 139.094.

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RECTIFICATIF*Extrait*

Suite à une erreur administrative concernant le dépôt L140004159 daté du 09/01/2014, le texte existant de la rubrique «Administrateur(s)/gérant(s)» concernant Antoniou CHARALAMPOS est à modifier.

L'extrait devrait contenir les informations suivantes:

- de nommer M. Charalampos ANTONIOU, né le 26 août 1968 à Peiraias (Grèce), résidant professionnellement au 17 Seestrasse, 6300 Zug (Suisse), en qualité de gérant de classe A de la Société, et ce avec effet au 1<sup>er</sup> décembre 2013 et pour une durée indéterminée.

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

Luxembourg, le 5 février 2014.

Stijn CURFS

*Mandataire*

Référence de publication: 2014020581/20.

(140024005) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Île de Beauté S. à r.l., Société à responsabilité limitée.**

Siège social: L-5533 Remichj, 3, Esplanade.

R.C.S. Luxembourg B 114.105.

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*Ausserordentliche Generalversammlung vom 28. Juli 2012**Beschluss*

Die alleinige Gesellschafterin Frau Ulrike Recken beschließt den Sitz der Gesellschaft zu verlegen von 11, rue Enz, L-5532 Remich nach 3, Esplanade, L-5533 Remich, und zwar ab dem 01. August 2012

Remich, den 28. Juli 2012.

Ulrike Recken.

Référence de publication: 2014020547/12.

(140023745) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Accardi S.à r.l., Société à responsabilité limitée.****Capital social: EUR 610.500,00.**

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

R.C.S. Luxembourg B 166.636.

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EXTRAIT

Le siège social de l'associé de la Société, Halm Holdings S.à r.l., une société à responsabilité limitée de droit luxembourgeois, inscrite au registre de commerce et des sociétés de Luxembourg sous le numéro B 98 781, a été transféré avec effet au 15 avril 2013 de 5, rue Jean Monnet, L-2180 Luxembourg à l'adresse suivante:

155, rue Cents

L-1319 Luxembourg

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

*Pour la Société*

Signature

Référence de publication: 2014020552/17.

(140023800) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**W. S. A. s. à r.l., Agence de Gestion de Dépôts - Warehouses Service Agency, Société à responsabilité limitée.**

Siège social: Soleuvre, rue de Limpach.

R.C.S. Luxembourg B 16.461.

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*Extrait du procès-verbal de l'assemblée générale extraordinaire du 27 Juin 2013*

L'assemblée générale extraordinaire, après avoir délibéré, prend à l'unanimité des voix la résolution suivante:

- Monsieur Patrick DURY, Président national LCGB est appelée aux fonctions d'administrateur, habitant 11 rue du commerce, L-1012 Luxembourg, en remplacement de Monsieur Marc SPAUTZ, démissionnaire, dont il achèvera le mandat.

- Madame Tamara LEFEBER, Chef de bureau adjoint au Ministère de l'Économie et du Commerce extérieur, habitant 38C route de Trèves L-6793 GREVENMACHER est appelée aux fonctions d'administrateur, en remplacement de Monsieur Patrick NICKELS démissionnaire, dont elle achèvera le mandat.

Référence de publication: 2014020555/15.

(140023949) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Heliosmart Development S.A., Société Anonyme.**

Siège social: L-8399 Windhof, 13, rue de l'Industrie.

R.C.S. Luxembourg B 164.211.

—  
*Extrait du procès-verbal de l'assemblée générale extraordinaire des actionnaires tenue à Windhof le 15/11/2013*

Le mandat d'administrateur de M. Mike HEIN est révoqué avec effet immédiat.

Mr. Grégoire de Pierpont demeurant à B-1475 WAYS, 84a, Grand-Route est nommé administrateur jusqu'en 2017.

Référence de publication: 2014020846/10.

(140024210) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Health International Publishing S.A., Société Anonyme.**

R.C.S. Luxembourg B 108.049.

—  
Le siège social de la société HEALTH INTERNATIONAL PUBLISHING S.A., RCS Luxembourg B 108049 (L-1258 Luxembourg, 4, rue Jean-Pierre Brasseur), a été dénoncé avec effet immédiat.

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

Luxembourg, le 28 janvier 2014.

FELTEN & ASSOCIES

Signature

L'agent domiciliaire

Référence de publication: 2014020843/13.

(140024159) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**HDI-Gerling Assurances SA Luxembourg, Société Anonyme.**

Siège social: L-3364 Leudelange, 2-4, rue du Château d'Eau.

R.C.S. Luxembourg B 30.015.

—  
*Extrait du procès-verbal du Conseil d'administration du 2 décembre 2013.*

Le conseil d'administration décide de nommer Monsieur Chris Hugo Maria Ferdinand Gudula STAES, demeurant professionnellement à B-1150 Bruxelles, Avenue de Tervueren 273/1, aux fonctions de Président du conseil d'administration de la société et ceci à partir du 1<sup>er</sup> janvier 2014.

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

Luxembourg, le 3 février 2014.

Référence de publication: 2014020842/13.

(140024242) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**L & VK S.à r.l., Société à responsabilité limitée.**

Siège social: L-1610 Luxembourg, 42-44, avenue de la Gare.  
R.C.S. Luxembourg B 152.970.

—  
*Extrait des résolutions prises lors de l'Assemblée Générale Extraordinaire du 04 Février 2014*

L'Assemblée Générale décide de transférer le siège social de la société au 42-44 avenue de la gare. L-1610 Luxembourg

L'Assemblée Générale accepte, à compter de ce jour, de nommer quatre gérants, à savoir:

- Mr Claude ZIMMER, gérant, né le 18 Juillet 1956 à Luxembourg (Luxembourg), demeurant professionnellement au 42-44, avenue de la gare L-1610 Luxembourg
- Mr Hendrik Helena Jozef (Rob) KEMMERLING, gérant, né le 22 Mars 1965 à Heerlen (Pays-Bas), demeurant professionnellement au 42-44, avenue de la gare L-1610 Luxembourg.
- Mr Rob SONNENSCHNEIN, gérant, né le 30 Août 1955 à Eindhoven (Pays-Bas), demeurant professionnellement au 42-44, avenue de la gare L-1610 Luxembourg.
- Luxglobal Management S.à r.l. gérant, inscrit auprès du Registre de commerce et des Sociétés (Luxembourg) sous n° B159.893 domicilié professionnellement au 42-44, avenue de la gare L-1610 Luxembourg.

L'Assemblée Générale accepte, à compter de ce jour, de démissionner deux gérants, à savoir:

- Mme Johanna Maria Van KEMPEN, gérant, demeurant professionnellement au 9 place Clairefontaine L-1341 Luxembourg.
- Mr Gerrit Jan LAMMERS, gérant, demeurant professionnellement au 9 place Clairefontaine L-1341 Luxembourg.

—  
*Extrait des résolutions prises lors du Conseil d'administration tenue en date du 04 Février 2014*

Le Conseil d'Administration décide à l'unanimité, de nommer comme Président du Conseil d'Administration, à savoir:

- Monsieur Claude ZIMMER, Président et gérant, né le 18 juillet 1956 à Luxembourg (Luxembourg), domicilié professionnellement au 42-44, avenue de la gare L-1610 Luxembourg.

Extrait sincère et conforme

*Un mandataire*

Référence de publication: 2014020906/28.

(140023775) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Hamburg, Sachsentor 33 Immobilien S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-1736 Senningerberg, 5, rue Heienhaff.  
R.C.S. Luxembourg B 173.663.

—  
*Auszug aus dem schriftlichen Gesellschafterbeschluss der Gesellschaft vom 15. Januar 2014*

Aufgrund eines Gesellschafterbeschlusses der Gesellschaft vom 15. Januar 2014 haben sich folgende Änderungen in der Geschäftsführung der Gesellschaft ergeben:

- Herr Achim Mattes, geboren am 29. April 1978 in Trier (Deutschland), wurde mit sofortiger Wirkung abberufen.
- Herr Bernhard Jost, geboren am 7. Oktober 1973 in Gramsbach (Österreich), geschäftlich ansässig in 5, rue Heienhaff, L-1736 Senningerberg wurde mit Wirkung zum 15. Januar 2014 als gemeinschaftlich vertretungsbefugter Geschäftsführer der Gesellschaft auf unbestimmte Zeit bestellt.

Référence de publication: 2014020826/15.

(140023584) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Hamburg, Schlossmühlendamm 2 Immobilien S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-1736 Senningerberg, 5, rue Heienhaff.  
R.C.S. Luxembourg B 173.661.

—  
*Auszug aus dem schriftlichen Gesellschafterbeschluss der Gesellschaft vom 15. Januar 2014.*

Aufgrund eines Gesellschafterbeschlusses der Gesellschaft vom 15. Januar 2014 haben sich folgende Änderungen in der Geschäftsführung der Gesellschaft ergeben:

- Herr Achim Mattes, geboren am 29. April 1978 in Trier (Deutschland), wurde mit sofortiger Wirkung abberufen.

- Herr Bernhard Jost, geboren am 7. Oktober 1973 in Gramsbach (Österreich), geschäftlich ansässig in 5, rue Heienhaff, L-1736 Senningerberg wurde mit Wirkung zum 15. Januar 2014 als gemeinschaftlich vertretungsbefugter Geschäftsführer der Gesellschaft auf unbestimmte Zeit bestellt.

Référence de publication: 2014020827/15.

(140023585) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Le 11 Avenue Sàrl, Société à responsabilité limitée.**

**Capital social: EUR 31.000,00.**

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.

R.C.S. Luxembourg B 56.173.

—  
EXTRAIT

Il résulte de deux contrats de cession signés en date du 3 février 2014 que:

- la société Flame Properties Ltd a cédé 500 parts sociales qu'elle détenait dans la Société à la société AKSA CAPITAL LIMITED, une société de droit de Hong Kong, ayant son siège social à 1004 AXA Centre, 151 Gloucester Road;
- Madame Malika Ricbourg a cédé 500 parts sociales qu'elle détenait dans la Société à la société AKSA CAPITAL LIMITED, une société de droit de Hong Kong, ayant son siège social à 1004 AXA Centre, 151 Gloucester Road.

La société AKSA CAPITAL LIMITED est désormais l'associée unique de la Société.

*Extrait des résolutions prises lors de l'assemblée générale ordinaire tenue en date du 3 février 2014*

L'assemblée accepte la démission de Monsieur Yannick Vannier de son poste de gérant unique de la Société avec effet immédiat.

A cette même date, l'assemblée décide de nommer Madame Irina Kislitsyna, Administrateur de sociétés, résidant à 45, avenue Mohamed V, Résidence les Remparts 40002 Marrakech (Maroc) en tant que nouveau gérant unique de la Société avec effet immédiat pour une durée indéterminée.

Le siège social de la Société est également transféré du L – 2543 Luxembourg, 30 Dernier Sol à L – 1511 Luxembourg, 121, avenue de la Faïencerie avec effet immédiat.

Pour extrait  
La Société

Référence de publication: 2014020928/24.

(140024328) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Healthways International, S. à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 113.288.

—  
EXTRAIT

En date du 16 janvier 2014, l'associé unique de la Société a pris les résolutions suivantes:

- la démission de Laurent Baucou en tant que gérant B de la Société, est acceptée avec effet au 16 octobre 2013;
- Cédric Muenze, né le 17 octobre 1985, à Kinshasa, République Démocratique du Congo, avec adresse professionnelle au 15, rue Edward Steichen, L-2540 Luxembourg, est nommé nouveau gérant B de la Société avec effet au 16 octobre 2013 et pour une durée indéterminée.

Pour extrait conforme.  
Luxembourg, le 05 février 2014.

Référence de publication: 2014020830/16.

(140023410) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Hays S.à r.l., Société à responsabilité limitée.****Capital social: EUR 250.000,00.**

Siège social: L-1611 Luxembourg, 65, avenue de la Gare.

R.C.S. Luxembourg B 108.929.

—  
*Extrait du procès-verbal de la réunion du conseil d'administration tenue au siège social en date du 15 janvier 2014*

*Résolution unique*

Il résulte de la réunion du Conseil d'Administration qui s'est tenue le 15 janvier 2014 que le siège social de la Société est transféré du 26 B, Boulevard Royal, L-1740 Luxembourg, 65 avenue de la Gare, L-1611 Luxembourg, avec effet au 1<sup>er</sup> janvier 2014.

*Pour HAYS S.à r.l.*

Tina LING / Michel GRIGNER

*Gérant de catégorie A / Gérant de catégorie B*

Référence de publication: 2014020840/16.

(140024233) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**Guillaume S.A., Société Anonyme.**

Siège social: L-1648 Luxembourg, 12-14, place Guillaume II.

R.C.S. Luxembourg B 74.103.

—  
*Extrait de l'Assemblée générale extraordinaire du 5 février 2014*

Il résulte de l'assemblée générale extraordinaire du 5 février 2014 que:

1. Monsieur Charles MUNCHEN, né le 21 septembre 1934 à Luxembourg, demeurant à L-1648 Luxembourg, 14, Place Guillaume II est révoqué comme administrateur.

2. Est nommé nouveau administrateur Monsieur Baptiste SARRA, né le 4 décembre 1995 à Thionville (F), demeurant à 102, rue Emile Metz L-2149 Luxembourg, et ce jusqu'à l'assemblée générale ordinaire qui se tiendra en l'année 2018

3. Le mandat d'administrateur de Monsieur Sébastien SARRA est prolongé, et ce jusqu'à l'assemblée générale ordinaire qui se tiendra en l'année 2018

4. Le mandat d'administrateur de Madame Nathalie FILTNER est prolongé, et ce jusqu'à l'assemblée générale ordinaire qui se tiendra en l'année 2018

5. Le mandat du commissaire aux comptes, INTARIS-SALIRES ET GESTION Sàrl est prolongé, et ce jusqu'à l'assemblée générale ordinaire qui se tiendra en l'année 2018

6. Le mandat du délégué à la gestion journalière, Monsieur SAARA Sébastien, et ce jusqu'à l'assemblée générale ordinaire qui se tiendra en l'année 2018

*Un mandataire*

Référence de publication: 2014020824/22.

(140023958) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**Goslar, Rosentorstraße 1 Immobilien S.à r.l., Société à responsabilité limitée.****Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 173.721.

—  
*Auszug aus dem schriftlichen Gesellschafterbeschluss der Gesellschaft vom 15. Januar 2014*

Aufgrund eines Gesellschafterbeschlusses der Gesellschaft vom 15 Januar 2014 haben sich folgende Änderungen in der Geschäftsführung der Gesellschaft ergeben:

- Herr Achim Mattes, geboren am 29. April 1978 in Trier (Deutschland), wurde mit sofortiger Wirkung abberufen.

- Herr Bernhard Jost, geboren am 7. Oktober 1973 in Gramsbach (Österreich), geschäftlich ansässig in 5, rue Heienhaff, L-1736 Senningerberg wurde mit Wirkung zum 15. Januar 2014 als gemeinschaftlich vertretungsbefugter Geschäftsführer der Gesellschaft auf unbestimmte Zeit bestellt.

Référence de publication: 2014020798/15.

(140023583) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**Goodman Azure Logistics (Lux) S.à r.l., Société à responsabilité limitée.****Capital social: EUR 12.500,00.**

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 169.410.

## EXTRAIT

1. En date du 4 février 2014, Goodman Property Opportunities (Lux) S.à r.l. SICAR a transféré 12.500 parts sociales à Goodman Westpoort Logistics (Netherlands) BV ayant son siège social au, Strawinskylaan 1225, Tower 8, Level 12, 1077 XX Amsterdam, The Netherlands.

*Pour la Société*

Alvin Sidre

*Mandataire*

Référence de publication: 2014020797/15.

(140024255) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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

Siège social: L-4963 Clémency, 9bis, rue Basse.

R.C.S. Luxembourg B 180.776.

*Procès-verbal de la réunion du conseil de gérance prises à Luxembourg en date du 18/11/2013*

Le conseil de gérance décide de transférer le siège de la société de son adresse actuelle vers le numéro 9BIS de la rue basse à L 4963 Clémency.

Pour extrait

Référence de publication: 2014020953/12.

(140023643) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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

R.C.S. Luxembourg B 51.022.

Il résulte de lettres de démission que les administrateurs suivants, M. Fernand HEIM et Mme Geneviève BLAUEN-ARENDT ainsi que le commissaire aux comptes, C. CLODE & SONS (IRELAND) LIMITED, se sont démis de leurs fonctions respectives.

Luxembourg, le 4 février 2014.

Pour extrait conforme

SG AUDIT Sarl

Référence de publication: 2014020780/12.

(140024140) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**Gaminghouse S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 120.007.

*Extrait du procès-verbal de l'assemblée générale annuelle des actionnaires de la Société du 17 juin 2013*

Il résulte du procès-verbal de l'assemblée générale annuelle des actionnaires de la Société du 17 juin 2013 que les actionnaires ont renouvelé le mandat du commissaire aux comptes de la Société, PricewaterhouseCoopers (anciennement PricewaterhouseCoopers S.à r.l.), jusqu'à l'assemblée générale annuelle qui doit se tenir en 2014 pour approuver -les comptes annuels de la Société au 31 décembre 2013.

Eddy Perrier

*Administrateur*

Référence de publication: 2014020790/14.

(140023758) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**Galeopsis S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 182.031.

—  
*Extrait des résolutions prises lors de l'assemblée générale ordinaire annuelle des actionnaires tenue de manière extraordinaire au siège social le 03 février 2014:*

1) L'Assemblée décide d'accepter les démissions, avec effet immédiat, de leurs postes d'administrateurs de la société:

- Monsieur Daniel Galhano, demeurant professionnellement au 5, Rue de Bonnevoie, L-1260 Luxembourg;
- Monsieur Laurent Teitgen, demeurant professionnellement au 5, Rue de Bonnevoie, L-1260 Luxembourg;
- La société CAPITAL OPPORTUNITY S.A. (B 149.718), ayant son siège social au 5, Rue de Bonnevoie, L-1260 Luxembourg.

2) L'Assemblée décide d'accepter la démission de Monsieur Daniel Galhano, demeurant professionnellement au 5, Rue de Bonnevoie, L-1260 Luxembourg avec effet immédiat, de son poste de Président du Conseil d'Administration.

3) L'Assemblée décide de réduire le nombre des administrateurs de la société de 3 à 1.

4) L'Assemblée décide de nommer, avec effet immédiat, au poste d'administrateur de la Société:

- Monsieur Abdellah Zernad, né le 12 décembre 1969 à Douar Azrou Taza (Maroc), demeurant au 5, Rue Fernand Mertens, L-2148 Luxembourg, pour une période débutant ce jour et venant à expiration à l'issue de l'Assemblée Générale Ordinaire Annuelle de l'Actionnaire unique de la Société devant se tenir en 2018.

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

GALEOPSIS S.A.

Référence de publication: 2014020806/23.

(140023630) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**"Kanner am Focus asbl", Association sans but lucratif,**

**(anc. "Fir ons Kanner" asbl).**

Siège social: Luxembourg,

R.C.S. Luxembourg F 5.689.

—  
Les soussignés membres de l'asbl FIR ONS KANNER, suite à l'assemblée générale ordinaire du 10 décembre 2013 ont décidé de modifier les dispositions statutaires pour leur conférer la teneur ci-après reprise:

1. Modification de l'article 1<sup>er</sup> des statuts, rédigé comme suit:

L'association sans but lucratif porte la dénomination de «KANNER AM FOCUS asbl».

Elle s'établit et fonctionne conformément à la loi modifiée du 21 avril 1928 sur les associations et fondations sans but lucratif.

Luxembourg, le 6 février 2014.

Hélène Weber

*Administratrice déléguée*

Référence de publication: 2014020770/17.

(140024044) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Filmedis Sarl, Société à responsabilité limitée.**

R.C.S. Luxembourg B 165.999.

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EXTRAIT

Le siège social de la société FILMEDIS SARL, RCS Luxembourg B165999, auprès du cabinet d'avocats LORANG AVOCATS, 51, rue Albert 1<sup>er</sup>, L-1117 Luxembourg est dénoncé avec effet immédiat.

Luxembourg, le 5 février 2014.

POUR EXTRAIT CONFORME

POUR LE CONSEIL D'ADMINISTRATION

Signature

Référence de publication: 2014020776/13.

(140024004) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Fintrentuno S.A., Société Anonyme.**

Siège social: L-2346 Luxembourg, 20, rue de la Poste.  
R.C.S. Luxembourg B 79.337.

Par résolutions du Conseil d'Administration tenu le 27 janvier 2014 au siège social de la Société, il a été décidé:  
- d'accepter la démission de Madame Marina Padalino de sa fonction d'Administrateur, avec effet immédiat;  
- de coopter comme nouvel administrateur, avec effet immédiat, Monsieur Dominique Audia, résidant professionnellement Carré Bonn, 20, rue de la Poste, L-2346 Luxembourg, son mandat ayant la même échéance que celui de son prédécesseur.

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

FINTRENTUNO S.A.  
Société Anonyme  
Signatures

Référence de publication: 2014020769/16.

(140024110) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**General Partner Participations S.A., Société Anonyme.**

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.  
R.C.S. Luxembourg B 130.070.

*Extrait du Procès-verbal de la réunion du Conseil d'Administration tenue le 11 décembre 2013*

Démission de Monsieur Jean-Francis Dusch en tant qu'administrateur de la Société et ce, avec effet immédiat.

POUR EXTRAIT SINCERE ET CONFORME  
*Un Mandataire*

Référence de publication: 2014020810/11.

(140023833) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**Fondation Groupe C3, Fondation.**

Siège social: L-1630 Luxembourg, 58, rue Glesener.  
R.C.S. Luxembourg G 155.

EXTRAIT

Monsieur Roland DERNOEDEN, demeurant L-5880 HESPERANGE, 85, ceinture um Schlass, en sa qualité de président du conseil d'administration de la Fiduciaire des P.M.E. et de la Mutualité des P.M.E., assume la présidence de la Fondation Groupe C3, avec effet au 26 avril 2013 en remplacement de Monsieur Jos MOUSEL, administrateur sortant.

Luxembourg, le 21 janvier 2014.

FONDATION GROUPE C3  
Signatures

Référence de publication: 2014020783/14.

(140021567) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**Frischmann GmbH, Société à responsabilité limitée.**

Siège social: L-3270 Bettembourg, 10, route de Peppange.  
R.C.S. Luxembourg B 144.402.

*Niederschrift der Gesellschafterbeschlüsse vom 28. Januar 2014*

Die alleinige Gesellschafterin, Frau HADZIC Sanela, geborene AGOVIC, geboren Invangrad (Montenegro) am 20. September 1973, wohnhaft in D-66706 Perl, zur Moselbrücke 2, hat folgende Beschlüsse gefasst:

1. Frau HADZIC Sanela, geborene AGOVIC tritt als Geschäftsführerin aus.
2. Zum alleinigen Geschäftsführer wird ernannt Herr CIKOTIC Ervin, geboren am 7. Juli 1970 in TRPEZI, (Mon) wohnhaft in 36, Carica 71300 Visoko (Bosnia and Herzegovina), auf unbestimmte Dauer. Die Gesellschaft ist in allen Fällen rechtsgültig verpflichtet durch die alleinige Unterschrift des Geschäftsführers.
3. Durch die Abtretung von 40 Geschäftsanteile wird das Gesellschaftskapital im Artikel 6. wie folgt neu zugeteilt:

Frau HADZIC Sanela .....	60 Anteile
Herr CIKOTIC Ervin .....	40 Anteile
	<u>100 Anteile</u>

HADZIC Sanela  
Gesellschafterin

Référence de publication: 2014020788/20.

(140024206) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**Globo Re S.A., Société Anonyme.**

Siège social: L-2146 Luxembourg, 74, rue de Merl.

R.C.S. Luxembourg B 143.806.

*Extrait des résolutions prises lors de l'assemblée générale ordinaire du 28 janvier 2014*

L'Assemblée a pris les résolutions suivantes:

1. L'Assemblée décide de renommer comme Administrateurs les personnes suivantes:

- M. Pedro Martin Molina REYES, Administrateur, demeurant au C/ Caléndula 93, Miniparc III, Edificio G, Planta Baja, El Soto de la Moraleja - 28109 Alcobendas -Madrid (Espagne)
- M. Jean STEFFEN, Administrateur, demeurant au 2, rue Peterelchen, Immeuble C2-L-2370 Howald
- M. Danilo GIULIANI, Administrateur, demeurant au 74, Rue de Merl, L-2146 Luxembourg.

Leur mandat prendra fin à l'issue de l'Assemblée Générale Ordinaire qui se tiendra en 2015 et qui statuera sur les comptes de l'exercice social de 2014

- L'Assemblée nomme Mazars Luxembourg S.A. (RCS Luxembourg B 159 962), ayant son siège social au 10A, rue Henri M. Schnadt, L-2530 Luxembourg, comme Réviseur d'entreprises indépendant. Ce mandat viendra à expiration à l'issue de l'Assemblée Générale à tenir en 2015 et qui aura à statuer sur les comptes de l'exercice de 2014.

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

Pour Extrait sincère et conforme  
Signature  
Un Mandataire

Référence de publication: 2014020795/23.

(140024191) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**Investorlux, Société Anonyme.**

R.C.S. Luxembourg B 159.216.

Nous vous informons par la présente que nous résilions le contrat de domiciliation conclu avec Investorlux S.A. (B 159.216) en date du 23.02.2011.

Conformément à l'article 5 du contrat de domiciliation du 23.02.2011, la dénonciation du siège (29, rue de la Gare) prendra effet au 31.01.14, en respect du préavis de deux mois

Mersch, le 22 novembre 2013.

Référence de publication: 2014020865/11.

(140024278) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**GP River S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2346 Luxembourg, 20, rue de la Poste.

R.C.S. Luxembourg B 183.739.

*Extrait du contrat de cession de parts de la Société en date du 14 janvier 2014.*

En vertu du contrat de cession de parts de la Société exécuté en date du 14 janvier 2014, Luxembourg Corporation Company S.A. a transféré la totalité de ses parts de la manière suivante:

- 100 parts sociales, à la société DPE Deutschland Private Equity Gesellschaft mbH, une société à responsabilité limitée, constituée en vertu des lois allemandes et ayant son siège social à Ludwigstraße 7, 80539 Munich, Allemagne, immatriculée auprès du registre du commerce du tribunal local de Munich sous le numéro HRB 173358.

Luxembourg, le 05 février 2014.  
Luxembourg Corporation Company S.A.  
Signatures  
Director

Référence de publication: 2014020822/18.

(140023416) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**Galiq S.A., Société Anonyme.**

Siège social: L-1227 Luxembourg, 3, rue Bellevue.

R.C.S. Luxembourg B 138.637.

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EXTRAIT

Il résulte du procès-verbal de l'Assemblée Générale Ordinaire tenue extraordinairement le 3 janvier 2014 que les administrateurs:

- Monsieur Marc GLESENER, né le 18 mai 1965 à Ettelbruck (Luxembourg), demeurant professionnellement au 12, rue Jean Engling, L-1466 Luxembourg;
- Monsieur Bertrand MICHAUD, né le 21 novembre 1961 à Paris (France), demeurant professionnellement au 12, rue Jean Engling, L-1466 Luxembourg;
- Monsieur Vincent CORMEAU, né le 29 août 1960 à Verviers (Belgique), demeurant professionnellement au 12, rue Jean Engling, L-1466 Luxembourg;

1) sont réélus leur mandat prenant fin lors de l'assemblée générale ordinaire qui se tiendra en 2020;

2) sont maintenant professionnellement domiciliés au L-1227 Luxembourg, 3, rue Bellevue;

Référence de publication: 2014020807/18.

(140023710) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**AIS Advanced Industrial Systems Holding S.A., Société Anonyme Holding.**

R.C.S. Luxembourg B 25.018.

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LIQUIDATION JUDICIAIRE

Par jugement du 30 janvier 2014, le Tribunal d'arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, a prononcé la dissolution et ordonné la liquidation de la société ci-après, conformément à l'article 203 de la loi modifiée du 10 août 1915:

AIS ADVANCED INDUSTRIAL SYSTEMS HOLDING S.A., inscrite au registre de commerce et des sociétés de Luxembourg sous le numéro B 25018, et dont le siège social à L-1371 Luxembourg, 310, route de Longwy, a été dénoncé en date du 29 janvier 2003.

Le même jugement a nommé juge-commissaire Monsieur Thierry SCHILTZ, juge au Tribunal d'arrondissement de et à Luxembourg, et désigné comme liquidateur Maître Anelise NIGON, avocat, demeurant à Luxembourg.

Pour extrait conforme

Me Anelise NIGON

Liquidateur

Référence de publication: 2014021234/18.

(140025151) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 février 2014.

**Americourt S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 54.119.

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In the year two thousand and thirteen, on the twenty-sixth day of November,  
Before the undersigned, Maître Francis Kessler, notary resident in Esch-sur-Alzette, Grand- Duchy of Luxembourg,  
was held

an extraordinary general meeting (the Meeting) of the shareholders of Americourt S.A., a public limited liability company (société anonyme) existing under the laws of the Grand-Duchy of Luxembourg, with registered office at 25B, boulevard Royal, L-2449, Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg commerce and companies register under number B 54.119 (the Company).

The Company was incorporated on March 5, 1996 pursuant to a deed drawn up by Maître Emile Schlessler, notary resident in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations



(the Mémorial) under number 261, on 30 May 1996. Since that date, the Company's articles of association (the Articles) have been amended several times and for the last time on 28 December 2007, published in the Mémorial under number 641 on 14 March 2008.

The Meeting was chaired by Mrs Sofia AFONSO-DA CHAO CONDE, employee, professionally residing in Esch/Alzette

The chairperson appoints as secretary Mrs Sophie HENRYON, employee, professionally residing in Esch/Alzette The Meeting elects as scrutineer Mrs Claudia ROUCKERT, employee, professionally residing in Esch/Alzette.

The Meeting's officers having thus been appointed, the chairperson declares and requests the notary to state:

I. That the shareholders present or represented and the number of shares held by each of them are shown on an attendance list signed by the shareholders or their authorized representatives, the Meeting's officers and the notary. This attendance list and the powers of attorney will be registered with this deed.

II. It appears from the attendance list that all the shares are present or represented and the Meeting is thus regularly constituted and may deliberate and resolve on the items of the agenda.

III. That the shareholders are aware of the agenda of the Meeting and waive their right to be convened.

IV. That the agenda of the Meeting is as follows:

1. Dissolution of the Company and decision to voluntarily put the Company into liquidation (liquidation volontaire);
  2. Appointment of the liquidator (liquidateur) in relation to the voluntary liquidation of the Company (the Liquidator);
  3. Determination of the powers of the Liquidator and determination of the liquidation procedure of the Company;
- and

4. Decision to instruct the Liquidator to realise, on the best possible terms and for the best possible consideration, all the assets of the Company and to pay all the debts of the Company.

V. That the Meeting has unanimously taken the following resolutions:

*First resolution*

The Meeting resolves to dissolve the Company with immediate effect and to put it into voluntary liquidation (liquidation volontaire).

*Second resolution*

The Meeting resolves to appoint Compagnie Européenne de Révision S.à r.l., a société à responsabilité limitée organized and existing under the laws of the Grand-Duchy of Luxembourg, with registered office at 15, Rue des Carrefours, L-8124 Luxembourg, registered with the Luxembourg commerce and companies register under number B 37.039, as liquidator of the Company (the Liquidator).

*Third resolution*

The Meeting resolves to grant the Liquidator all the powers set out in articles 144 et seq. of the Luxembourg law of August 10, 1915 on commercial companies, as amended (the Law).

The Liquidator is entitled to execute all deeds and carry out all operations, including those referred to in article 145 of the Law, without the prior authorisation of the shareholders. The Liquidator may, on its sole responsibility, delegate some of its powers to one or more persons or entities for specifically defined operations or tasks.

The Liquidator is authorised to make, and shall make advance payments on the liquidation proceeds (boni de liquidation) to the shareholders.

*Fourth resolution*

The Meeting resolves to instruct the Liquidator (i) to realise all the Company's assets on the best possible terms and to pay all its debts and (ii) to make any payments.

*Estimate of costs*

The expenses, costs, fees and charges of any kind whatsoever to be borne by the Company in connection with this notarial deed are estimated at approximately one thousand three hundred euro (EUR 1,300.-).

*Declaration*

The undersigned notary, who understands and speaks English, states that at the request of the shareholders, this deed is drawn up in English, followed by a French version, and that in the case of discrepancies, the English text prevails.

This notarial deed is drawn up in Esch-sur-Alzette, on the date stated above.

After reading this deed aloud, the notary signs it with the shareholders' authorised representative.

**Suit la traduction française du texte qui précède:**

L'an deux mille treize, le vingt-sixième jour de novembre,

Par-devant Maître Francis KESSELER, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg,

S'est tenue

une assemblée générale extraordinaire (l'Assemblée) des actionnaires d'Americourt S.A., société anonyme ayant son siège social au 25B, boulevard Royal, L-2449 Luxembourg, Grand-Duché de Luxembourg et inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 54.119 (ci-après la Société).

La Société a été constituée le 5 mars 1996, suivant acte reçu par Maître Emile Schlessler, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations (ci-après le Mémorial) numéro 261 du 30 mai 1996. Depuis lors, les statuts de la Société (ci-après les Statuts) ont été modifiés à plusieurs reprises et dernièrement en date du 28 décembre 2007, et publiés au Mémorial sous le numéro 641 du 14 mars 2008.

L'Assemblée est présidée par Madame Sofia AFONSO-DA CHAO CONDE, employée, demeurant professionnellement à Esch/Alzette.

Le président nommé Madame Sophie HENRYON, employée, demeurant professionnellement à Esch/Alzette comme secrétaire.

L'Assemblée nomme Madame Claudia ROUCKERT, employée, demeurant professionnellement à Esch/Alzette comme scrutateur.

Le bureau de l'Assemblée ayant été formé, le président déclare et demande au notaire d'acter ce qui suit:

I. Que tous les actionnaires sont présents ou représentés et le nombre de leurs actions sont renseignés sur une liste de présence signée par eux ou leurs représentants, par le bureau de l'Assemblée et le notaire instrumentant. Ladite liste de présence ainsi que les procurations seront enregistrées avec le présent acte.

II. Qu'il apparaît de la liste de présence que toutes les actions sont représentées et que l'Assemblée est par conséquent régulièrement constituée et peut délibérer et statuer sur les points à l'ordre du jour.

III. Que les actionnaires ont connaissance de l'agenda de l'Assemblée et qu'ils renoncent à leur droit d'être convoqué.

IV. Que l'ordre du jour de l'Assemblée est le suivant:

1. Dissolution de la Société et décision de mise en liquidation volontaire de la Société;
2. Nomination du liquidateur aux fins de la liquidation volontaire de la Société (le Liquidateur);
3. Détermination des pouvoirs du Liquidateur et détermination de la procédure de liquidation de la Société; et
4. Décision de donner instructions au Liquidateur de procéder, dans les meilleurs termes et conditions possibles, à la réalisation de l'ensemble des actifs et au paiement de toutes les dettes de la Société.

V. Que l'Assemblée a pris les résolutions suivantes:

#### *Première résolution*

L'Assemblée décide la dissolution de la Société avec effet immédiat et sa mise en liquidation volontaire.

#### *Deuxième résolution*

L'Assemblée décide de nommer la société Compagnie Européenne de Révision S.à r.l., société à responsabilité limitée organisée et existant sous les lois du Grand-Duché de Luxembourg, ayant son siège social au 15, Rue des Carrefours, L-8124 Luxembourg, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 37.039, en qualité de liquidateur de la Société (ci-après le Liquidateur).

#### *Troisième résolution*

L'Assemblée décide d'attribuer au Liquidateur tous les pouvoirs prévus aux articles 144 et suivants de la loi luxembourgeoise du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi).

Le Liquidateur est autorisé à passer tous les actes et à exécuter toutes les opérations, y compris celles prévues à l'article 145 de la Loi, sans autorisation préalable des actionnaires. Le Liquidateur peut déléguer, sous sa seule responsabilité, certains de ses pouvoirs, pour des opérations ou des tâches spécifiquement définies, à une ou plusieurs personnes physiques ou morales.

Le Liquidateur est autorisé à verser aux actionnaires des acomptes sur le boni de liquidation.

#### *Quatrième résolution*

L'Assemblée décide d'autoriser le Liquidateur (i) à procéder dans les meilleures conditions à la réalisation de l'actif et au paiement de toutes les dettes de la Société et (ii) le cas échéant, à procéder à tout paiement.

#### *Estimation des frais*

Le montant des dépenses, coûts, honoraires et charges de toutes sortes qui incombent à la Société en raison du présent acte s'élèvent approximativement à mille trois cents euros (EUR 1.300,-).

#### *Déclaration*

Le notaire soussigné, qui comprend et parle l'anglais, déclare que, à la demande des actionnaires, le présent acte est rédigé en anglais, suivi de sa traduction française et qu'en cas de divergences, la version anglaise fait foi.

Dont acte, fait et passé à Esch-sur-Alzette, à la date figurant en tête des présentes.

Le présent acte, après avoir été lu à voix haute, est signé par le notaire ainsi que par le bureau de l'Assemblée et le mandataire des actionnaires.

Signé: Conde, Henryon, Rouckert, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 05 décembre 2013. Relation: EAC/2013/15962. Reçu douze euros 12,00 €.

Le Receveur ff. (signé): M. Halsdorf.

POUR EXPEDITION CONFORME.

Référence de publication: 2014018630/127.

(140021956) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 février 2014.

**Koch Nitrogen Finance Luxembourg S.à.r.l., Société à responsabilité limitée.**

**Capital social: USD 186.690,00.**

Siège social: L-2453 Luxembourg, 20, rue Eugène Ruppert.

R.C.S. Luxembourg B 145.704.

—  
EXTRAIT

Il résulte des résolutions prises par l'associé unique en date du 20 janvier 2014 que la personne suivante a démissionné, avec effet au 20 janvier 2014, de sa fonction de gérant de catégorie A de la Société:

- Monsieur Brent William Gwaltney, né le 2 juin 1963 en Illinois, Etats-Unis d'Amérique, ayant son adresse professionnelle au 4111 E., 37<sup>th</sup> Street North, Wichita, 67220 Kansas, Etats-Unis d'Amérique.

Il résulte également desdites résolutions que la personne suivante a été nommée, avec effet au 20 janvier 2014, et pour une durée indéterminée, en qualité de gérant de catégorie A de la Société:

- Monsieur Brent William Novak, né le 10 septembre 1971 en Pennsylvanie, Etats-Unis d'Amérique, ayant son adresse professionnelle au 4111 E., 37<sup>th</sup> Street North, Wichita, 67220 Kansas, Etats-Unis d'Amérique.

Depuis lors, le conseil de gérance de la Société se compose comme suit:

*Gérants de catégorie A:*

- Monsieur Justin Brock Hoppas, né le 25 avril 1975 au Kansas, Etats-Unis d'Amérique, ayant son adresse professionnelle au 4111 E., 37<sup>th</sup> Street North, Wichita, 67220 Kansas, Etats-Unis d'Amérique.

- Monsieur Brent William Novak, prénommé.

*Gérants de catégorie B:*

- Monsieur Alain Peigneux, né le 27 février 1968 à Huy, Belgique, ayant son adresse professionnelle au 283, route d'Arlon, L-8011 Strassen, Grand-Duché de Luxembourg,

- Monsieur Olivier Ferres, né le 29 juillet 1961 à Montpellier, France, ayant son adresse professionnelle au 1B, Heienhaff, L-1736 Senningerberg, Grand-Duché de Luxembourg.

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

Senningerberg, le 4 février 2014.

Pour extrait conforme

ATOZ SA

Aerogolf Center - Bloc B

1, Heienhaff

L-1736 Senningerberg

Signature

Référence de publication: 2014018932/35.

(140022225) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 février 2014.

**Almeria Invest Spf S.A., Société Anonyme.**

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 177.049.

—  
*Extrait du procès-verbal de la réunion du conseil d'administration tenue à Luxembourg le 29 avril 2013*

Monsieur Etienne GILLET est désigné en tant que Président du Conseil d'Administration.

Référence de publication: 2014020575/9.

(140023812) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

**GAFL S.à.r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 97.605.

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**DISSOLUTION**

In the year two thousand and thirteen, on the twenty-sixth day of November.

Before Maître Francis KESSELER, notary residing in Esch-sur-Alzette, Grand-Duchy of Luxembourg.

There appeared:

Vistra International S.A., a company incorporated in the Republic of Panama, with its registered office at Calle 50, No. 102, Edificio Universal, Planta Baja, Apartado 0816-02580, Panama, Republic of Panama (the "Sole Shareholder"),

duly represented by Mrs. Sofia Afonso Da Chao Conde, private employee, with professional address at 5, rue Zénon Bernard, L-4030 Esch-Sur-Alzette, Grand Duchy of Luxembourg, by virtue of a power of attorney given under private seal in Geneva, Switzerland on 14 November 2013,

which proxy, after having been initialled and signed ne varietur by the proxy holder and the undersigned notary, will remain attached to the present deed to be filed at the same time with the registration authorities.

The appearing party represented as above stated has requested the notary to state that:

I - The company GAFL S.à r.l., a private limited liability company (société à responsabilité limitée) having its registered office at 15, rue Edward Steichen, L-2540 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 97.605, was incorporated pursuant to a deed of Maître Joseph Elvinger, notary residing in Luxembourg, on 8 December 2003, published in the Luxembourg Official Gazette (Mémorial C, Recueil des Sociétés et Associations) under number 43 on 13 January 2004 and whose articles of association have been amended for the last time pursuant to a deed of Maître Joseph Elvinger, notary, residing in Luxembourg on 25 June 2010, published in the Luxembourg Official Gazette (Memorial C, Recueil des Sociétés et des Associations) under number 2005 on 27 September 2010 (the "Company");

II - The Company's articles of association have not been amended since;

III - The share capital of the Company is fixed at twelve thousand and five hundred euros (EUR 12,500.-) represented by five hundred (500) ordinary shares with a par value of twenty five euros (EUR 25.-) each;

IV - The Sole Shareholder is the owner of all the shares of the Company;

V - The Sole Shareholder approves the interim financial statements of the Company as at 18 November 2013, which are attached hereto (the "Financial Statements");

VI - The Sole Shareholder acknowledges that the Company's activities have ceased and therefore decides to proceed with the dissolution of the Company and to put it into liquidation with immediate effect;

VII - The Sole Shareholder resolves to renounce to the appointment of a liquidation auditor (commissaire à la liquidation);

VIII - The Sole Shareholder appoints itself as liquidator of the Company and will have full powers to sign, execute and deliver any acts and any documents, to make any declaration and to do anything necessary or useful so as to bring into effect the purposes of this act;

IX - The Sole Shareholder, as liquidator of the Company, requests the undersigned notary to enact its declaration that:

i. all rights, title, interest and obligations in and with respect to the existing assets of the Company, as described in the Financial Statements, are hereby assigned, transferred and conveyed to the Sole Shareholder, which has acknowledged and consented to this assignment and, in particular, the Sole Shareholder undertakes to ensure, in its capacity as liquidator, that any formalities required to implement the transfer of any cash at bank owned by the Company are duly complied with;

ii. all rights, title, interest and obligations in and with respect to the existing liabilities of the Company, as described in the Financial Statements are hereby assumed, transferred and conveyed to the Sole Shareholder which has acknowledged and consented to this transfer; any outstanding liabilities in relation to the closure of the liquidation are duly tabulated and the Sole Shareholder irrevocably undertakes to assume and to settle any presently unknown and unpaid liability of the dissolved Company, including any tax liability of the Company.

iii. the Sole Shareholder will take any required action to fulfil any formality necessary to transfer all the liabilities of the Company, it having been given all powers to that effect.

X - The remaining net assets have been or will be transferred to the Sole Shareholder;

XI - That full discharge is granted to the Company's managers, i.e.:

i. Mr. Alan Botfield, Manager;

ii. Mr. Freddy de Petter, Manager;

iii. Mr. Walter Stresemann, Manager; and

iv. Travis Investment S.à r.l., Manager.

XII - That it shall be proceeded with the cancellation of all shares of the Company;

XIII - The Sole Shareholder declares that the liquidation of the Company is closed;

XIV - The Sole Shareholder grants power to any of the directors of the Company to do and perform all and everything necessary with respect to the dissolution and liquidation further to its closing, in particular but not limited to, the transfer of any remaining funds to the Sole Shareholder, the filing of any outstanding tax returns of the Company and the payment of any tax liability of the Company;

XV - All books and documents of the Company shall be kept for the legal duration of five years at 15, rue Edward Steichen, L-2540 Luxembourg;

XVI - The Sole Shareholder of the Company also resolves to grant all powers to any employee of the notary office of the undersigned notary, in order:

i. to proceed to the filings and publications as required by Article 151 of the Law of 10 August 1915 on commercial companies, as amended;

ii. to prepare, amend and execute any document or notices with respect to the filing and publication referred to above.

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

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

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

#### **Suit la traduction française du texte qui précède**

L'an deux mille treize, le vingt-sixième jour du mois de novembre.

Par-devant Maître Francis KESSELER, notaire établi a Esch-sur-Alzette, Grand-Duché de Luxembourg.

A comparu:

Vistra International S.A., une société constituée en République du Panama, ayant son siège social au 50, Calle, No. 102, Edificio Universal, Planta Baja, Apartado 0816-02580, Panama, République du Panama (l'«Associé Unique»),

ici dûment représentée par Madame Sofia AFONSO-DA CHAO CONDE, employée, demeurant professionnellement au 5, rue Zénon Bernard, L-4030 Esch/Alzette, en vertu d'une procuration donnée sous seing privé à Genève, Suisse en date du 14 novembre 2013,

ladite procuration, signée "ne varietur" par le mandataire et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

La partie comparante, représentée comme indiqué ci-avant, a requis le notaire soussigné d'acter ce qui suit:

I - La société GALF S.à r.l., une société à responsabilité limitée, ayant son siège social au 15, rue Edward Steichen, L-2540 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 97.605, a été constituée suivant acte reçu par Maître Joseph Elvinger, notaire de résidence à Luxembourg, en date du 8 décembre 2003, publiée au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 43 du 13 janvier 2004, lesquels statuts ont été modifiés en dernier lieu suivant acte reçu par Maître Joseph Elvinger, en date du 25 juin 2010, publiée au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 2005 du 27 septembre 2010 (la «Société»);

II - Les statuts de la Société n'ont pas été modifiés depuis lors;

III - Le capital social de la Société s'élève à douze mille cinquante cents euros (EUR 12,500,-) représenté par 500 (cinquante cents) parts sociales d'une valeur nominale de EUR 25,- (vingt-cinq euro) chacune;

IV - L'Associé Unique détient toutes les parts sociales de la Société;

V - L'Associé Unique approuve la situation intérimaire (i.e. le bilan et le compte de profits et pertes) de la Société date du 18 novembre 2013, lequel y restera annexe (les "Comptes");

VI - L'Associé Unique reconnaît que les activités de la Société ont cessées et décide par conséquent de procéder à la dissolution de la Société puis de la mettre en liquidation avec effet immédiat;

VII - L'Associé Unique renonce à son droit de nommer un commissaire à la liquidation et à entendre le rapport du commissaire à la liquidation;

VIII - L'Associé Unique se désigne lui-même comme liquidateur de la Société et aura tous pouvoirs pour signer, exécuter et délivrer tous actes et documents, faire toutes déclarations ainsi que pour prendre toutes mesures nécessaires ou utiles à l'accomplissement de cet acte;

IX - L'Associé Unique, en sa qualité de liquidateur, requiert le notaire instrumentant d'acter sa déclaration selon laquelle:

i. tous droits, titres, intérêts et obligations se rapportant aux actifs existants de la Société, tels que décrits dans les Comptes, sont alloués, transférés et transmis à l'Associé Unique qui reconnaît et consent à cette allocation et, en parti-

culier, l'Associé Unique s'engage à s'assurer, en sa qualité de liquidateur, que toute formalité requise pour la mise en oeuvre du transfert de toutes liquidités depuis le compte bancaire de la Société est dûment accomplie;

ii. tous droits, titres, intérêts et obligations se rapportant au passif existant de la Société, tel que décrit dans les Comptes sont repris, transférés et transmis à l'Associé Unique qui reconnaît et consent à cette allocation; toutes les dettes en relation avec la clôture de la liquidation sont dûment réglées et l'Associé Unique s'engage irrévocablement à reprendre et à régler toute dette inconnue et impayée de la Société dissoute, y compris toute dette fiscale de la Société.;

iii. l'Associé Unique prendra toute mesure nécessaire et accomplira toute formalité nécessaire au transfert de toutes les dettes de la Société, tous pouvoirs lui ayant été donnés à cet effet.

X - L'actif net restant a été ou sera transmis à l'Associé Unique;

XI - Décharge pleine et entière est donnée aux gérants de la Société, à savoir:

i. M. Alan Botfield, gérant;

ii. M. Freddy de Petter, gérant;

iii. M. Walter Stresemann, gérant; et

iv. Travis Investment S.à r.l., gérant.

XII - Qu'il y a lieu dès Tors de procéder à l'annulation de toutes les parts sociales de la Société;

XIII - L'Associé Unique déclare la liquidation de la Société clôturée;

XIV - L'Associé Unique donne pouvoir à l'un quelconque des anciens administrateurs de la Société pour accomplir tous les actes nécessaires en lien avec la dissolution et la liquidation après sa clôture y inclus de manière non limitative, le transfert de tous fonds restant à l'Associé Unique, la clôture de tout compte bancaire de la Société, le dépôt de toute déclaration fiscale de la Société et pour procéder au paiement de toute dette fiscale de la Société;

XV - Les livres et documents de la Société seront conservés pendant la durée légale de cinq ans au 15, rue Edward Steichen, L-2540 Luxembourg;

XVI - L'Associé Unique de la Société décide également d'accorder tous pouvoirs à tout employé de l'étude du notaire soussigné, afin de:

i. procéder aux formalités de dépôt et de publication requis par l'article 151 de la loi du 10 août 1915 sur les sociétés commerciales telle que modifiée; et

ii. établir, modifier ou signer tout document ou notification en rapport avec les dépôts et publications mentionnées ci-dessus.

Le notaire soussigné qui comprend et parle l'anglais, constate que sur demande de la partie comparante, le présent acte de société est rédigé en anglais, suivi d'une version française; sur demande de la même partie comparante et en cas de divergences entre le texte français et le texte anglais, ce dernier fera foi.

Dont acte, fait et passé à Esch/Alzette, à la date qu'en tête des présentes.

Lecture faite en langue du pays au mandataire de la partie comparante es qualité, celui-ci a signé avec le notaire le présent acte.

Signé: Conde, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 04 décembre 2013. Relation: EAC/2013/15871. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): M. Halsdorf.

POUR EXPEDITION CONFORME.

Référence de publication: 2014018838/153.

(140021947) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 février 2014.

**Abraxa S.A., Société Anonyme.**

Siège social: L-2520 Luxembourg, 21-25, allée Scheffer.

R.C.S. Luxembourg B 174.738.

*Extrait de l'assemblée générale extraordinaire des actionnaires tenue en date du 29 novembre 2013*

Il résulte d'une assemblée générale extraordinaire des actionnaires de la société ABRAXA, société anonyme de droit luxembourgeois, (ci-après la «Société»), tenue au siège social de la Société en date du 29 novembre 2013 la ratification à l'unanimité des voix présentes et représentées des actionnaires de la Société la résolution suivante:

*Première résolution*

L'Assemblée décide la révocation avec effet immédiat de Monsieur Loïc Humphreys, administrateur de sociétés, né à Boulogne-Billancourt (FR), le 15 avril 1951, demeurant professionnellement à L-2520 Luxembourg, 21-25 allée Scheffer, du poste d'administrateur et du poste de Président.

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



Pour la Société  
Un mandataire

Référence de publication: 2014020567/18.

(140024261) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Aviva Investors Hadrian Capital Fund 1 SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 168.660.

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**CLÔTURE DE LIQUIDATION**

La liquidation de la société Aviva Investors Hadrian Capital Fund 1 SICAV-SIF, décidée par acte du notaire Maître Edward Delosch, en date du 31 juillet 2013, a été clôturée lors de l'assemblée générale extraordinaire tenue en date du 16 janvier 2014.

Les livres et documents de la société seront conservés pendant cinq ans au siège social d'Aviva Investors Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg.

Les sommes et valeurs revenant aux créanciers ou aux associés qui n'étaient pas présents à la clôture de la liquidation et dont la remise n'aurait pu leur être faite seront déposées à la Caisse et Consignation du Luxembourg.

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

Luxembourg, le 4 février 2014.

Référence de publication: 2014020566/18.

(140023880) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Associés du Progrès S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 96.300.

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**CLÔTURE DE LIQUIDATION**

*Extrait*

Il résulte des résolutions prises par l'associé unique en date du 31 janvier 2014:

- que la liquidation de la Société est clôturée et que la Société a définitivement été dissoute au 31 janvier 2014;
- que les livres et documents sociaux seront déposés et conservés pendant une durée de cinq ans à l'adresse suivante: SGG S.A., 412F, route d'Esch, L-1030 Luxembourg.

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

Luxembourg, le 03 février 2014.

*Pour Associés du Progrès S.à r.l.*

*Un mandataire*

Référence de publication: 2014020562/18.

(140024199) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Abraxa S.A., Société Anonyme.**

Siège social: L-2520 Luxembourg, 21-25, allée Scheffer.

R.C.S. Luxembourg B 174.738.

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*Extrait du conseil d'administration tenu en date du 20 décembre 2013*

Il résulte d'un Conseil d'administration (ci-après le «Conseil»), des actionnaires de la société ABRAXA S.A., société anonyme de droit luxembourgeois, tenu au siège social de la Société en date du 20 décembre 2013 la ratification à l'unanimité des voix présentes et représentées des actionnaires de la Société de la résolution suivante:

Le Conseil décide la nomination de Monsieur Philippe Wasila, administrateur de sociétés, né à Luxembourg, le 15 février 1967, demeurant professionnellement L-2212 Luxembourg, 6, place de Nancy, au poste d'administrateur en lieu et place de Monsieur Loïc Humphreys à compter du 20 décembre 2013.

Le Conseil décide la nomination de Monsieur Patrice Deyglun, né à Gap (France) le 03 mars 1956, demeurant professionnellement L-2520 Luxembourg, 21-25, allée Scheffer au poste de Président en lieu et place de Monsieur Loïc Humphreys.

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

Luxembourg, le 20 décembre 2013.

*Pour la Société*

*Un mandataire*

Référence de publication: 2014020568/21.

(140024261) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Audit Lux S.à r.l., Société à responsabilité limitée.**

Siège social: L-2557 Luxembourg, 18, rue Robert Stümper.

R.C.S. Luxembourg B 182.253.

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*Extrait des résolutions prises par l'assemblée générale extraordinaire des associés du 3 février 2014.*

1. L'assemblée décide de nommer comme nouveaux gérants:

- Madame Julie Gillardin, demeurant professionnellement au 18, rue Robert Stümper, L- 2557 Luxembourg pour une durée indéterminée;
- Monsieur Frédéric Depireux, demeurant professionnellement au 18, rue Robert Stümper, L-2557 Luxembourg pour une durée indéterminée;
- Monsieur Laurent Weis, demeurant professionnellement au 18, rue Robert Stümper, L- 2557 Luxembourg pour une durée indéterminée.

Pour extrait conforme

Référence de publication: 2014020564/16.

(140022831) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**B.J.B. S.C.I., Société Civile Immobilière.**

Siège social: L-1930 Luxembourg, 16A, avenue de la Liberté.

R.C.S. Luxembourg E 289.

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**CLÔTURE DE LIQUIDATION**

*Extrait du procès-verbal de la réunion des Associés du 31.01.2014*

*Résolution unique*

La collectivité des associés prononce la clôture de liquidation de la société B.J.B. S.C.I et constate que la société a définitivement cessé d'exister le 31.1.2014.

Luxembourg, le 31.1.2014.

Pour extrait conforme

B.J.B. SCI

Signature

*La gérance*

Référence de publication: 2014020593/17.

(140024277) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Amazon Europe Core S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2338 Luxembourg, 5, rue Plaetis.

R.C.S. Luxembourg B 180.022.

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Par décision de l'associé unique de la Société en date du 30 décembre 2013, il a été décidé:

- (i) d'approuver la nomination de Monsieur Tim Hickler, résidant professionnellement au 5, rue Plaetis, L-2338 Luxembourg, en tant que gérant de la Société pour une durée indéterminée avec effet au 31 décembre 2013; et
- (ii) d'approuver la nomination de Monsieur Michael Hatch, résidant professionnellement au 31-35, Rives de Clausen, L-2165 Luxembourg, en tant que gérant de la Société pour une durée indéterminée avec effet au 31 décembre 2013.

Suite à ces résolutions, le conseil de gérance de la Société sera dès lors composé de:

- Tim Hickler;
- Michael Hatch; et
- Eva Gehlin.

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

Luxembourg, le 3 février 2014.

*Pour Amazon Europe Core S.à r.l.*

Signature

Référence de publication: 2014020560/21.

(140023516) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 49.159.

*Extrait du procès-verbal de la réunion du conseil d'administration tenue à Luxembourg le 25 novembre 2013.*

Monsieur Etienne GILLET est désigné en tant que Président du Conseil d'Administration.

Pour copie conforme

Signatures

*Administrateur / Administrateur*

Référence de publication: 2014020583/12.

(140023422) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**B-Fly 2 S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 1.111.550,00.**

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

R.C.S. Luxembourg B 121.593.

Il résulte des résolutions de l'associé unique tenues en date du 4 février 2014 de la Société que l'associé unique a pris la décision suivante:

1. Election du nouveau Gérant B à compter du 4 février 2014 pour une durée indéterminée:

Madame Magdalena Aniela UGHETTI, née le 22 avril 1972 à Krakow, Pologne, et ayant pour adresse professionnelle 12 Charles II Street, étage Third Floor, Londres SW1Y 4QU, Royaume-Uni.

2. Démission du Gérant B suivant à compter du 4 février 2014:

Monsieur Philip Ian PRICE, ayant pour adresse professionnelle 12 Charles II Street, étage Third Floor, Londres SW1Y 4QU, Royaume-Uni.

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

B-FLY 2 S.à r.l.

Manacor (Luxembourg) S.A.

Signatures

*Gérant A*

Référence de publication: 2014020594/21.

(140023598) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Auralis S.A., Société Anonyme.**

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.

R.C.S. Luxembourg B 87.711.

**CLÔTURE DE LIQUIDATION**

*Extrait*

Il résulte du procès-verbal de l'Assemblée générale extraordinaire des actionnaires de la société AURALIS S.A. (en liquidation), tenue à Luxembourg en date du 16 décembre 2013 que les actionnaires, à l'unanimité des voix, ont pris les résolutions suivantes:

1) La liquidation de la société a été clôturée;

2) Les livres et documents sociaux sont déposés et conservés pendant cinq ans à l'ancien siège de la société, et les sommes et valeurs éventuelles revenant aux créanciers et aux actionnaires qui ne se seraient pas présentés à la clôture de la liquidation sont déposés au même siège social au profit de qui il appartiendra.

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

Luxembourg, le 16 décembre 2013.

COASTVILLE INC.

*Le liquidateur*

Référence de publication: 2014020591/20.

(140024167) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Baker Hughes International Holdings S.à r.l., Société à responsabilité limitée.**

**Capital social: USD 20.000,00.**

Siège social: L-1466 Luxembourg, 12, rue Jean Engling.

R.C.S. Luxembourg B 183.692.

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En date du 14 janvier 2014, Baker Hughes EHHC, Inc a transféré à Baker Hughes International Partners Holdings SCS ayant son siège social au 33, Avenue J.F. Kennedy, L-1855 Luxembourg et immatriculée auprès du Registre de Commerce de et à Luxembourg sous le numéro B184080 les 19.990 parts sociales ordinaires détenues dans la Société.

POUR EXTRAIT CONFORME ET SINCERE

Baker Hughes International Holdings S. à r.l.

Signature

*Un Mandataire*

Référence de publication: 2014020596/15.

(140024131) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**Crédit Agricole Financial Office International, Société Anonyme.**

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

R.C.S. Luxembourg B 144.145.

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L'assemblée générale des actionnaires de la société, réunie le 27 janvier 2014 a pris les résolutions suivantes:

L'assemblée prend acte de la démission de Madame Véronique Calvier et de Messieurs Olivier Chatain, Jacques Mahaux, Carlos Montoliu, Eric Polge, José-Ramón Puente et Santiago Vivas Soler

L'Assemblée décide de reconduire Monsieur Eric Polge, prénommé, dans ses fonctions d'administrateur et d'appeler à ces fonctions Messieurs Steven Ameye, né le 21 mai 1971 à Kortrijk (Belgique) et Christian Moufle, né le 20 mars 1954 à Bourges (France), tous deux domiciliés professionnellement à L-2520 Luxembourg, 39 allée Scheffer.

L'Assemblée fixe la durée de ces mandats jusqu'à l'assemblée générale qui sera appelée à statuer sur les comptes de l'exercice 2014.

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

Luxembourg, le 6 février 2014.

*Pour La Société*

Signature

Référence de publication: 2014020643/19.

(140024137) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

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**IWAY S. à r.l. (Intelligent Way Solution S. à r.l.), Société à responsabilité limitée.**

Siège social: L-4758 Pétange, 8, rue Antoine Nangeroni.

R.C.S. Luxembourg B 137.058.

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Par le présent Monsieur Simoes Morais Bruno Miguel, comptable, né à Senhorim/Nelas (Portugal) le 16 décembre 1981 et demeurant à 8, rue Antoine Nangeroni L-4758 Pétange déclare démissionner de son poste de gérant de la société IWAY Sàrl.

Pétange, le 9 janvier 2014.

Mander Laurent / Simoes Morais Bruno Miguel.

Référence de publication: 2014021243/11.

(140024774) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 février 2014.

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