

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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REA Europe S.à r.l., Société à responsabilité limitée.

Capital social: EUR 21.200,00.

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

R.C.S. Luxembourg B 124.445.

L'adresse du gérant Paul Wilson a changé et est désormais au 1, rue Mathieu Lambert Schrobilgen, L-2526 Luxembourg.

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

Luxembourg, le 10 juin 2014.

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SEB 10 - SICAV - FIS, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2370 Howald, 4, rue Peternelchen.

R.C.S. Luxembourg B 133.426.

In the year two thousand and fourteen, on the eighth day of August.

Before Us Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg.

Is held

an extraordinary general meeting of the sole shareholder of the company SEB 10 - SICAV-FIS (hereafter the «Company»).

The Company was incorporated by a deed of Maître Joseph Gloden, notary residing at that time in Grevenmacher, under the name SEB Spezialfonds 10 - SICAV-FIS on 25 October 2007, published in the Mémorial C, Recueil Spécial des Sociétés et Associations number 2714 from 26 November 2007.

The Articles of Incorporation were amended the last time on 19 March 2012 before the undersigned notary. The deed was published in the Mémorial C, Recueil des Sociétés et Associations, number 923 of 10 April 2012.

The Company is registered with the "Registre de Commerce et des Sociétés" (Trade and Companies Register) of Luxembourg under the section B and the number B 133.426.

The meeting was opened at 11:15 a.m. by Sophie Lozinguez, professionally residing in Howald, being in the chair.

The Chairman appoints Claudia Schmidt, professionally residing in Howald, as Secretary.

The meeting elects Chantal Leclerc, professionally residing in Howald, as Scrutineer.

The chairman declares and requests the notary to record:

A. The shareholder represented, the proxy of the represented shareholder and the number of shares owned by the shareholder are shown on an attendance list which, signed by the shareholder or its proxy and by the bureau of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxy of the represented shareholder, signed "ne varietur" by the persons appearing and the undersigned notary, will also remain annexed to the present deed.

B. Pursuant to the attendance list, 100% of the issued and outstanding shares are represented.

C. The whole share capital being present or represented at the present meeting and all the shareholders present or represented declaring that they have had due notice and got knowledge of the agenda prior to this meeting, no convening notices were necessary.

D. Consequently, the present meeting is regularly constituted and may validly deliberate and decide upon the items of the following agenda:

1) Change of "Art. 8 Restrictions on ownership" of the articles of incorporation of the Company (the "Articles") in order to ensure that the Company may prevent the ownership of shares by any "US Person" as defined in the Articles.

2) Change of "Art. 4 Object of the Company" of the Articles which shall henceforth read as follows:

"The sole purpose of the Company is to achieve the highest possible income whilst at the same time observing a balanced degree of risk. While doing so, the Company pursues long-term investment objectives. The investment policy principles are set out in Article 20 of these Articles of Association.

The Company may take any action and execute any transactions that it deems necessary for the fulfilment and development of this purpose, in the broadest sense, in accordance with the Law of 2007 and the Law of 2013."

3) Change of the base language of the Articles from German to English.

4) Full restatement of the Articles, effective as of 22 July 2014, in light of the requirements of the law of 12 July 2013 on alternative investment fund managers.

After the foregoing has been approved by the Meeting, the following resolutions have been taken unanimously:

First resolution

The Meeting resolves to update Article 8 of the articles of incorporation of the Company (the "Articles") in order to ensure that the Company may prevent the ownership of shares by any "US Person" as defined in the Articles.

Second resolution

The Meeting resolves to change article 4 "Object of the Company" of the Articles which shall henceforth read as follows:

"The sole purpose of the Company is to achieve the highest possible income whilst at the same time observing a balanced degree of risk. While doing so, the Company pursues long-term investment objectives. The investment policy principles are set out in Article 20 of these Articles of Association.

The Company may take any action and execute any transactions that it deems necessary for the fulfilment and development of this purpose, in the broadest sense, in accordance with the Law of 2007 and the Law of 2013."

Third resolution

The Meeting resolves to change the base language of the Articles from German to English.

Fourth resolution

The Meeting resolves to approve the full amendment and restatement of the Articles, effective as of 22 July 2014, in light of the requirements of the law of 12 July 2013 on alternative investment fund managers.

As a consequence, the articles of incorporation of the Company shall from now on be read as follows:

Art. 1. Name. A public limited company (société anonyme) in the form of an investment company with variable capital structured as a specialised investment fund ("investment company with variable capital - fonds d'investissement spécialisé") under the name SEB 10 - SICAV - FIS (the "Company") exists between the subscriber and all future Shareholders.

The Company qualifies as an alternative investment fund ("AIF") under the Luxembourg law of 12 July 2013 on alternative investment fund managers, as may be amended and/or supplemented from time to time (the "Law of 2013") and is subject to part II of the Luxembourg law of 13 February 2007, as amended and/or supplemented from time to time, on specialised investment funds (the "Law of 2007").

Art. 2. Registered office. The Company's registered office is in Howald (municipality of Hesperange) in the Grand Duchy of Luxembourg. By resolution of the Board of Directors, the Company's registered office may be relocated within the municipality of Hesperange.

If the Board of Directors considers that exceptional political, economic, military or social events have occurred or are imminent which, in the opinion of the Board of Directors, could negatively affect the normal activity at the registered office of the Company or smooth contact between such registered office of the Company and other countries, the registered office may be moved temporarily to another country until the end of these exceptional events; this interim measure does not, however, have any influence on the nationality of the Company, which shall, regardless of the temporary relocation of its registered office, continue to be Luxembourg nationality.

Art. 3. Duration. The Company has been set up for an indefinite period. It may be dissolved at any time by a resolution of the General Meeting of Shareholders that meets the quorum and majority requirements to amend these Articles of Association.

Art. 4. Object of the Company. The sole purpose of the Company is to achieve the highest possible income whilst at the same time observing a balanced degree of risk. While doing so, the Company pursues long-term investment objectives. The investment policy principles are set out in Article 20 of these Articles of Association.

The Company may take any action and execute any transactions that it deems necessary for the fulfilment and development of this purpose, in the broadest sense, in accordance with the Law of 2007 and the Law of 2013.

Art. 5. Share capital. The share capital is represented by no-par value shares and will correspond at all times to the net asset value of the Company as defined in Article 12 of the Articles of Association. The initial capital amounts to thirty-five thousand (35,000) euro and is divided into 350 no-par value shares. The minimum capital of the Company of one million two hundred and fifty thousand (1,250,000) euro must be reached within 12 months after approval of the Company as a specialised investment fund under Luxembourg law. Pursuant to Article 9 of these Articles of Association, the Board of Directors is fully entitled to issue additional fully paid-up shares without giving a preferential subscription right to newly issued shares to existing Shareholders. Furthermore, the Board of Directors may subdivide the existing shares into a larger number of shares provided the total net asset value of the new shares does not exceed the net asset value of the subdivided shares.

The Board of Directors may confer on any duly authorised member of the Board of Directors or any representative of the Company or other duly authorised person the authority to accept subscriptions for such new shares, to issue these shares and accept the corresponding payment.

The proceeds of the issue of each share shall, in accordance with Article 4 of these Articles of Association, be invested in the assets corresponding to the geographical regions, sectors of industry, currency zones or other specific types of assets as determined in each case by the Board of Directors for each share.

Art. 6. Registered shares. Shares are issued in registered form. The Board of Directors has the right to decide whether to issue certificates for registered shares. If the Board of Directors has decided to issue certificates for registered shares and a Shareholder does not expressly wish to receive certificates, a confirmation of his share ownership will be issued in place of such certificates. If a holder of registered shares wishes to have several certificates issued in respect of his shares, he may be charged for the cost of such additional certificates. Share certificates are signed by two members of the Board of Directors. These signatures may be handwritten, printed or stamped. However, one of these signatures may be made by a person who has been duly authorised for this purpose by the Board of Directors. In this case, the signature must be handwritten. The Company may issue temporary certificates in a form set by the Board of Directors.

In accordance with Article 9 of these Articles of Association, shares may only be issued subject to acceptance of the subscription and receipt of the purchase price. After acceptance of the subscription and receipt of the purchase price, the subscriber shortly thereafter receives a share certificate or confirmation of the shares he has acquired.

All shares issued by the Company shall be included in the share register kept by the Company or by one or more persons authorised for this purpose. The share register shall state the name of each holder of the registered share, his place of residence or elected domicile if it is known to the Company, the number of shares owned and the price paid for the individual shares. Any transfer of shares shall be included in the share register and any such transfer shall be signed by one or more employees, or by one or more persons appointed by the Board of Directors for this purpose.

Registered shares shall be transferred a) in the case of the issue of share certificates, upon the surrender of the corresponding share certificate(s) to the Company with the duly completed transfer form on the reverse and all other transfer documentation required by the Company b) if no share certificates were issued, by means of a written transfer declaration, which shall be recorded in the share register and which shall be dated and signed by the assignor and the assignee or the persons authorised thereto for that purpose.

Each holder of registered shares must provide the Company with an address to which all announcements and notifications can be sent. This address shall also be entered in the share register.

If a Shareholder fails to provide an address, the Company may include a note to this effect in the share register and the registered office or any other registered address of the Company shall be used as the address of the Shareholder until that Shareholder has provided another address. The Shareholder may at any time request that the address recorded in the share register be changed by notifying the Company at its registered office or any other address stipulated from time to time by the Company.

If the subscriber's payment gives rise to the issue of fractions of shares, these shall be recorded in the share register. Such fractions do not confer voting rights but do carry entitlement to pro rata dividends under the conditions set by the Company for this purpose.

Dividend payments to the holders of registered shares are sent to the address listed in the share register.

Art. 7. Loss or destruction of share certificates. If a Shareholder can satisfactorily prove to the Company that his share certificate has been lost or destroyed, then, at his request, a duplicate of said share certificate can be issued under the conditions and guarantees to be determined by the Company including an attestation provided by an insurance company. After issue of this new share certificate, which will be marked as being a duplicate, the original share certificate shall be void. Damaged share certificates may be replaced with new ones on the instructions of the Company. The damaged certificates are returned to the Company and immediately cancelled.

The Company may, at its own discretion, charge the Shareholder for the costs of issuing a duplicate or new share certificate and any costs incurred in connection with the issuing and related registration or with the cancellation of the original share certificate.

Art. 8. Restrictions on the ownership of shares. The Company may restrict ownership of shares in the Company by a natural or legal person or a company as defined by the Board of Directors:

- 1) if the person or company is not a well-informed investor within the meaning of the Law of 2007,
- 2) if, in the opinion of the Company, this share ownership could violate the laws of Luxembourg or other laws, or
- 3) if the Company would suffer specific tax or other financial disadvantage as a result of this share ownership

(with the provision that the natural or legal persons or companies are defined by the Board of Directors and referred to in these Articles of Association as "Prohibited Persons").

For this purpose, the Company may:

A. refuse to issue shares or to register the transfer of shares if this would result in the legal or beneficial ownership of these shares by a Prohibited Person;

and

B. demand at any time that a person whose name is entered in the register of Shareholders or who requires the transfer of units to be entered in the Shareholders' register provides the Company with information, where applicable backed by

an affidavit, which the Company considers necessary in order to determine whether such an entry would lead to an Prohibited Person gaining beneficial ownership of such shares;

and

C. block the exercise of voting rights by an Prohibited Person at the General Meeting;

and

D. instruct a Shareholder to sell his shares and provide evidence of such sale to the Company within thirty (30) days of the notification, if the Company discovers that an Prohibited Person, independently or in conjunction with other persons, is the beneficial owner of these shares. If the Shareholder does not comply with this instruction, the Company may compulsorily redeem or arrange the compulsory redemption of all the shares held by this Shareholder in accordance with the procedure described below.

(1) The Company sends a second notification ("purchase notification") to the Shareholder or owner of the shares to be redeemed corresponding to the record in the Shareholders' register; this notification refers to the shares to be redeemed, the procedure for calculating the redemption price and the name of the buyer.

Such notification will be sent to the Shareholder by recorded delivery to the last known address or the address noted in the Company's records. The abovementioned Shareholder is required to provide the Company with the share certificate(s), if issued, which represent(s) the shares listed in the purchase notification.

Immediately after the close of business on the date referred to in the purchase notification, the Shareholder's ownership of the shares referred to in the purchase notification shall cease. In the case of registered shares, the name of the shareholder will be deleted from the register of Shareholders.

(2) The redemption price is the net asset value per share. In the case of compulsory redemption, the redemption price is reduced by the costs incurred through this action.

(3) The redemption price thus calculated shall be made available to the former Shareholder of the units, in euro, and deposited by the Company at a bank in Luxembourg or elsewhere (in line with the purchase notification) after the redemption price is finally established following prior redemption of the share certificate(s), where issued, corresponding to the description in the purchase notification and the related unexpired coupons. After the sending of the purchase notification, and in accordance with the aforementioned procedure, the former Shareholder shall cease to have any claims on the shares or a number thereof, and the former owner will also have no claim against the Company or the assets of the Company in connection with the shares, with the exception of the right to receive the redemption price, without interest, after the actual surrender of the share certificate(s), as mentioned above, from the stated bank. All income from redemptions attributable to a Shareholder in accordance with the stipulations of this paragraph can no longer be collected and shall expire if it is not claimed within a period of five years after the date stated in this purchase notification. The Board of Directors is authorised to take all necessary steps in order to ensure the return of such amounts and authorise the corresponding measures with effect for the Company.

(4) The Company's exercise of its powers under this Article can in no way be called into question or declared invalid on the grounds that ownership of the shares was insufficiently proven or on the grounds that actual ownership of shares did not correspond to the assumptions of the Company at the time of the purchase notification, provided that such powers were exercised in good faith by the Company.

The Board of Directors reserves the right to demand compensation from the previous Shareholder for the damages incurred to the Company's assets through the compulsory redemption.

The Company has not been and will not be registered under the United States Investment Company Act of 1940 as amended (the "Investment Company Act"). The shares of the Company have not been and will not be registered under the United States Securities Act of 1933 as amended (the "Securities Act") or under the securities laws of any state of the US and such shares may be offered, sold or otherwise transferred only in compliance with the Securities Act of 1933 and such state or other securities laws. The shares of the Company may not be offered or sold within the US or to or for the account, of any US Person. For these purposes, US Person is as defined in Rule 902 of Regulation S under the Securities Act.

Rule 902 of Regulation S under the Securities Act defines US Person to include inter alia any natural person resident of the United States and with regards to investors other than individuals, (i) a corporation or partnership organised or incorporated under the laws of the US or any state thereof; (ii) a trust (a) of which any trustee is a US Person except if such trustee is a professional fiduciary and a cotrustee who is not a US Person has sole or shared investment discretion with regard to trust assets and no beneficiary of the trust (and no settlor if the trust is revocable) is a US Person or (b) where a court is able to exercise primary jurisdiction over the trust and one or more US fiduciaries have the authority to control all substantial decisions of the trust and (iii) an estate (a) which is subject to US tax on its worldwide income from all sources; or (b) for which any US Person is executor or administrator except if an executor or administrator of the estate who is not a US Person has sole or shared investment discretion with regard to the assets of the estate and the estate is governed by foreign law.

The term "US Person" also means any entity organised principally for passive investment (such as a commodity pool, Investment Company or other similar entity) that was formed:

(a) for the purpose of facilitating investment by a US Person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the regulations promulgated by the United States Commodity Futures Trading Commission by virtue of its participants being non-US Persons or

(b) by US Persons principally for the purpose of investing in securities not registered under the Securities Act, unless it is formed and owned by "accredited investors" (as defined in Rule 501 (a) under the Securities Act) who are not natural persons, estates or trusts.

Applicants for the subscription to shares will be required to certify that they are not US Persons.

Shareholders are required to notify the registrar and transfer agent of any change in their domiciliation status.

The Board can furthermore reject an application for subscription at any time at its discretion, or temporarily limit, suspend or completely discontinue the issue of shares, in as far as this is deemed to be necessary in the interests of the existing shareholders as an entirety, to protect the Company in the interests of the investment policy or in the case of endangering specific investment objectives of the Company.

Art. 9. Issue of shares. If the Company offers shares for subscription, the price at which such shares are offered and sold shall be the net asset value per share stated in Article 12, plus a fee set by the Board of Directors for taxes and costs (including stamp duty and other taxes, official costs, broker costs, bank costs, transfer costs, registration and certificate costs and other similar costs ("trading costs")), that would be incurred if the assets owned by the Company had to be sold at an accepted estimated price. This price may be increased by a subscription fee as stipulated in the issue document. The remuneration of any agent appointed to sell such shares shall be paid from this fee. The price established in this manner is payable within a timeframe shown in the issue document and may be stipulated from time to time by the Board of Directors.

Art. 10. Redemption of shares. As stated below in more detail, the Company may at any time redeem its own shares taking into consideration the statutory provisions.

Subject to the restrictions published in the issue document, any Shareholder may request that the Company redeem some or all of his shares. The redemption price shall be paid within a period set out in the issue document and shall correspond to the net asset value of the shares in accordance with the stipulations of Article 12 of these Articles of Association, less the redemption fee determined by the Board of Directors.

All such redemption applications must be submitted in writing by the respective Shareholder to the registered office in Luxembourg or to any other person or company appointed by the Company as its agent for the redemption; at the same time, the share certificate(s), where issued, must be duly returned along with sufficient proof of the transfer or assignment.

Redemption requests are irrevocable, except in the case of a cancellation of the redemption in accordance with Article 13 of these Articles of Association. If revocation is not made, the redemption shall take place as mentioned above on the first valuation day after the end of the cancellation. In addition, the Board of Directors may, at its own discretion, decide to refuse a redemption request, taking due account of the principle of equal treatment of the shareholders.

The shares redeemed by the Company shall be cancelled.

In the event that the redemption or sale of shares reduces the value of the shares held by a single shareholder to less than any amount which may have been stipulated by the Board of Directors, it is assumed that the Shareholder concerned has applied for the redemption of all his shares.

The Board of Directors makes appropriate efforts to provide sufficient liquidity such that redemptions of the shares may, under normal circumstances, take place immediately at the request of Shareholders. The Board of Directors is, however, entitled, in exceptional cases, if insufficient liquidity is available, to defer redemptions and only execute redemption requests if the sale of the corresponding assets of the Company is clearly in the interests of the Shareholders. The Board of Directors may decide to defer redemptions at its own discretion.

The Board of Directors is authorised to refuse individual redemption requests if it receives information to the effect that or has reason to assume that market timing business practices are taking place.

Art. 11. Alternative Investment Fund Manager (hereafter "AIFM"). The Company may appoint an external alternative investment fund manager or remain self-managed. The AIFM will, under the supervision of the board of directors, administer and manage the Company in accordance with these Articles of Incorporation, the Issue document and under the conditions and limits laid down by Luxembourg applicable laws, and in the exclusive interest of the Shareholders. It will be empowered, subject to the rules as further set out hereafter, exercise all the rights attached directly or indirectly to the Company's assets. Details regarding the appointment of the external alternative investment fund manager or self-managed structure of the Company are laid down in the Issue document.

Art. 12. Net asset value. The net asset value of the shares of the Company is expressed in euro and established for each valuation day by taking the value of the assets of the Company, less the liabilities of the Company, and dividing this by the number of shares issued.

I. The Company's assets include the following:

a) all cash amounts, claims or deposits including accrued interest;

b) all bills of exchange and promissory notes that are payable on demand and all amounts owed to the Company (including income from securities that have been sold but that has not yet been collected);

c) all shares, bonds, debt securities, options or subscription rights as well as all other assets and securities owned by the Company;

d) all dividends and distributions which are payable to the Company in cash or in kind, to the extent known to the Company;

e) all accrued interest from interest-bearing assets owned by the Company except to the extent to which such interest is included in the corresponding principal amount;

f) formation costs of the Company, including the costs of issuing and distributing shares in the Company provided these have not been amortised, and

g) all other permitted assets regardless of type, including prepaid expenses.

II. The value of these assets shall be established as follows:

a) transferable securities and money market instruments admitted to an official exchange are valued at the last available price.

b) transferable securities and money market instruments that are not officially listed on an exchange, but are traded on another regulated market, are valued at a price which may not be lower than the bid price nor higher than the ask price at the time of the valuation and which the Company considers the fair market price;

c) transferable securities and money market instruments quoted or traded on several markets are valued on the basis of the last available price of the principal market for the transferable securities or money market instruments in question, unless these prices are not representative;

d) in the event that such prices are not in line with market conditions, or for securities and money market instruments other than those covered in a), b) and c) above for which there are no fixed prices, these securities and money market instruments, as well as other assets, will be valued at the current market value as determined in good faith by the AIFM, following generally accepted valuation principles verifiable by independent auditors;

e) liquid assets are valued at their nominal value plus accrued interest;

f) time deposits may be valued at their yield value if a contract exists between the AIFM and the Depositary Bank stipulating that these time deposits can be withdrawn at any time and their yield value is equal to the realised value;

g) financial instruments which are not traded on the futures exchanges but on a regulated market are valued at their settlement value, as stipulated by the AIFM in accordance with generally accepted principles, taking into consideration the principles of proper accounting, the customary practices in line with the market, and the interests of the Shareholders, provided that the above-mentioned principles correspond with generally accepted valuation regulations which can be verified by independent auditors;

h) swaps are valued at their market value;

i) units or shares of UCIT(s) are valued at the last available net asset value;

j) In extraordinary circumstances which make valuation in accordance with the above-mentioned criteria impossible or improper, the AIFM is authorised to temporarily and in good faith use other valuation rules which are in accordance with the valuation rules laid down by independent auditors in order to achieve a proper valuation.

III. The Company's liabilities comprise:

a) all loans, bills of exchange and liabilities;

b) all accrued or payable expenses, including administrative expenses, management and advisory fees, performance fees, custodian bank fees etc;

c) all known liabilities currently due or due in the future, including all contractual payment obligations that have become due in monetary or asset form, including the amounts of all dividends declared but not distributed by the Company, provided the valuation day matches or follows the date for establishing the persons entitled to receive dividends;

d) an appropriate provision established from time to time by the AIFM for the accrued taxes on the capital and the income until the valuation date as well as any provisions authorised by the AIFM, and also any provisions considered by the AIFM to be appropriate for contingent liabilities;

e) all other liabilities of the Company of any kind which are reported in accordance with Luxembourg law.

VI. For the purpose of the previous Article:

a) shares to be redeemed in accordance with Article 10 of these Articles of Association shall be treated as existing until immediately after the close of business on the valuation day described in the stated Article; from such time on and until payment is made, the price shall be deemed to be a liability of the Company;

b) shares to be issued by the Company as a result of subscription requests received are deemed to be in issue as from directly after the close of business on the valuation day on which the issue price was calculated, and this price is deemed a debt to the Company until received by the Company;

c) all investments, cash balances and other assets of the Company that are not expressed in the currency of the Company are valued at the applicable exchange rates on the valuation day of the net asset value of the shares; and

d) securities purchased or sold by the Company on a valuation day shall as far as possible be taken into consideration on that valuation day.

Art. 13. Frequency and temporary suspension of the calculation of the net asset value and issue of shares. For the purpose of establishing the issue and redemption price per share, the Company periodically determines, in accordance with the stipulations of the Board of Directors, the net asset value of the shares (whereby the day on which the net asset value is determined is referred to in these Articles of Association as the "valuation day").

The Company may temporarily suspend the calculation of the net asset value, and the issue and redemption of the shares:

a) for any period during which one of the principal stock exchanges or regulated markets on which a substantial portion of the Company's investments is quoted is closed for reasons other than normal holidays, or at times when trading on the exchange or market is limited or temporarily suspended; or

b) if an unforeseen event occurs, as a result of which it is not possible to dispose of or value the assets; or

c) in the event of a failure of the means of communication or calculation normally employed to determine the price or value of the net assets or the prices or values on a market or stock exchange; or

d) during a period in which the Company is not able to repatriate funds and is therefore unable to make payments for the redemption of shares; or

e) if, for other reasons, the value of a significant investment held by the Company cannot be determined or calculated immediately or accurately; or

f) if the Company is aware that the valuation of some of its investments which it had previously received for the calculation of the net asset value per share was incorrect in a material respect and which, in the view of the Board of Directors of the Company, warrants the recalculation of the net asset value (but under the condition that the Board of Directors of the Company is under no circumstances obligated to amend or recalculate a previously calculated net asset value used as the basis for subscriptions or redemptions).

If considered appropriate, this temporary suspension shall be announced by the Company and the Shareholders who have applied to the Company for their shares to be redeemed shall be informed upon submitting the written request for such redemption as stated in Article 9 of these Articles of Association.

No shares may be issued during the suspension of the redemption.

Art. 14. Board of Directors. The Company is managed by a Board of Directors made up of at least three members who need not be Shareholders in the Company. The Board of Directors shall be appointed by the Shareholders at the annual General Meeting for a maximum term of office of six years. The General Meeting also decides on the number of directors, their remuneration and their term of office.

The members of the Board of Directors shall be elected by a majority of the Shareholders present and represented.

Each member of the Board may be removed or replaced at any time and without cause by a resolution of the General Meeting.

If the post of a member of the Board of Directors becomes vacant as a result of death or resignation or for other reasons, the remaining members may meet and appoint by a majority of votes a member of the Board of Directors to occupy the vacant post until the next General Meeting. The Shareholders shall make a final decision concerning such appointment at the next General Meeting.

Art. 15. Powers of the Board of Directors. The Board of Directors has the broad powers to perform all acts of disposal and management in the pursuit of the object of the Company and in accordance with the investment policy pursuant to Article 20 of these Articles of Association.

All powers not expressly reserved by law or by these Articles of Association for the General Meeting may be taken by the Board of Directors.

The Board of Directors shall represent the Company in legal and non-legal matters.

Art. 16. Delegation of powers. The Board of Directors may delegate its powers in connection with the daily management of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the Company's policy and the object of the Company to one or more natural or legal persons; such persons need not be members of the Board of Directors and they have powers that are determined by the Board of Directors and may further delegate these powers subject to the approval of the Board of Directors.

The Company may, as described in detail in the Company's sales documents, conclude a portfolio management agreement or an investment advisory agreement with one or more firm(s) to implement the investment policy in accordance with Article 20 of the Articles of Association or with a view to the investment policy in accordance with Article 20 of these Articles of Association of the Company to make recommendations and give advice to the Company.

The Board of Directors may also delegate powers of attorney by notarial or private agreement.

Art. 17. Meetings of the Board of Directors. The Board of Directors shall appoint a chairman from amongst its members. He may appoint a secretary who need not be a member of the Board and who shall prepare and keep the minutes

of Board meetings and General Meetings. The Board of Directors shall meet at the invitation of the chairman or any two directors, at the place indicated in the invitation.

The chairman shall preside at meetings of the Board of Directors and the General Meeting. In his absence, the Shareholders or members of the Board of Directors may appoint another member of the Board or, in the case of the General Meeting, may appoint another person to preside over the meeting.

The members of the Board of Directors shall be invited in writing to each Board meeting at least twenty four hours prior to the date thereof, except in emergencies, whereby the invitation will describe the nature of the emergency. This invitation may be dispensed with if agreed by all members of the Board of Directors, by fax, e-mail or a similar method of communication. An invitation is not required for 17 meetings that are held at times and in places that had previously been determined in a Board decision.

Any member of the Board of Directors may be represented by another Board member or another person at any Board meeting if authorised in writing, fax, e-mail or similar communications methods. A single member of the Board of Directors may represent several of his colleagues.

Any member of the Board of Directors may participate in a Board meeting by means of telephone conferencing or a similar method of communication that enables all participants in the meeting to hear each other, participate and ensure that such participation is equal to participation in person at such meeting.

The Board of Directors may act only at duly convened meetings of the Board of Directors. The Board of Directors cannot obligate the Company via individual signatures except in cases in which such authorisation is expressly granted by resolution of the Board.

The Board of Directors may only adopt valid decisions or take actions if a majority of the Board of Directors is present or represented.

Board decisions are recorded in minutes signed by the chairman of the Board meeting. Excerpts from these minutes, which are created as evidence in court or other proceedings, must be signed by the chairman of the meeting or any two directors to be legally valid.

Decisions are taken by a majority of the members of the Board of Directors present and represented at such meetings. In the event of a tied vote, the chairman of the meeting, or in his absence his deputy, shall have the casting vote. If the chairman and his deputy are both absent, the casting vote shall be held by the member of the Board of Directors appointed by the chairman as his proxy.

Written resolutions using the circular procedure that are approved and signed by all members of the Board of Directors are equivalent to resolutions at Board meetings, and each member of the Board of Directors may approve such resolutions in writing, by fax, e-mail or similar means of communication. This approval shall be confirmed in writing and all documents shall serve as recorded evidence of the resolution.

Art. 18. Signing authority. Vis-à-vis third parties, the Company is legally bound by the joint signature of two members of the Board of Directors or by the signature of persons authorised for this purpose by the Board of Directors.

Art. 19. Remuneration of the Board of Directors. The Company may compensate any member of the Board of Directors or any officer, heir, executor and administrator for any expenses incurred by them in connection with any proceedings, trials and legal procedures, in which they were involved in their capacity as an existing or former member of the Board of Directors or officer of the Company or, upon application from them, any other Company in which the Company is a shareholder or creditor and from which they cannot claim any compensation, except in those cases where in such proceedings, trials and legal procedures, they were declared as being ultimately liable as a result of gross negligence or intentional misconduct.

Art. 20. Investment Policy. The Company's assets are invested according to the principle of risk-spreading in transferable securities and other permitted assets, taking into account the Company's investment objectives and restrictions as described in the issue document published by the Company and these Articles of Association, and in compliance with the provisions of the Law of 2007.

Art. 21. General Meeting. The General Meeting represents all of the Shareholders of the Company. Its decisions bind all Shareholders. It has the full authority to order, execute or approve actions in connection with the business of the Company.

The General Meeting shall meet at the invitation of the Board of Directors.

It may also meet at the request of Shareholders representing at least one tenth of the Company's assets.

The Annual General Meeting will be held each year on the third Tuesday of September at 11:00 in accordance with the provisions of Luxembourg law at the Company's registered office or at a place specified in the invitation.

If this day is a public holiday or bank holiday in Luxembourg, the Annual General Meeting will be held on the next bank business day.

Other General Meetings may be held at such places and at such times as specified in the respective invitations.

Shareholders shall meet at the invitation of the Board of Directors, which shall contain the agenda and must be sent at least eight days before the meeting to each registered Shareholder at the address listed in the Shareholders' register.

The notice to the holders of registered shares need not be demonstrated at the meeting. The agenda shall be prepared by the Board of Directors, except in cases in which the meeting is called at the written request of Shareholders, in which case the Board may prepare a supplementary agenda.

If all the shares are issued in registered form and if no publication takes place, the invitation to the Shareholders may only take place via registered mail.

If all the Shareholders are present or represented and consider themselves duly invited and properly informed of the agenda of the meeting, the General Meeting can take place without a written invitation.

The Board of Directors may determine all other conditions that must be fulfilled by Shareholders to participate in a General Meeting.

At the General Meeting only items included in the agenda shall be treated (the agenda will contain all necessary legal procedures).

Each voting share represents one vote. Fractions of shares do not carry voting rights. A Shareholder may be represented at any meeting by granting a written power of attorney to another person, who need not be a Shareholder and may be Director of the Company.

Unless otherwise provided by law or these Articles of Association, decisions at the General Meeting shall be taken by a simple majority of the Shareholders present or represented.

Art. 22. Depositary Bank. To the extent required by law, the AIFM and the Company shall enter into a depositary agreement with a credit institution, investment firm, professional depositary of assets other than financial instruments or any other eligible entity that may qualify as depositary from time to time, as these entities are defined by the Luxembourg Law of 5 April 1993, on the financial sector as amended and/or supplemented from time to time, and which satisfy the requirements of the Law of 2007 and the Law of 2013 (the "Depositary Bank").

All securities, cash and other permitted assets of the Company are to be held by or to the order of the Depositary who shall assume towards the Company and its shareholders the responsibilities provided by law.

Under the conditions set forth in Luxembourg laws and regulations, the Law of 2007 and the Law of 2013, the Depositary may discharge itself of liability towards the Company and its shareholders. In particular, under the conditions laid down in article 19 (14) of the Law of 2013, including the condition that the shareholders of the Company have been duly informed of that discharge and of the circumstances justifying the discharge prior to their investment, the Depositary can discharge itself of liability, in the case where the law of a third country requires that certain financial instruments are held in custody by a local entity and there are no local entities that satisfy the delegation requirements laid down in article 19 (11) point (d) (ii) of the Law of 2013. Additional details are disclosed in the Issue Document.

In the event of the Depositary desiring to retire, the Board of Directors shall use its best endeavours to find within two months a corporation to act as depositary and upon doing so the directors shall appoint such corporation to be depositary in place of the retiring Depositary. The directors may determinate the appointment of the Depositary but shall not remove the Depositary unless and until a successor depositary shall have been appointed in accordance with this provision to act in the place thereof.

Art. 23. Auditor. The accounting data in the Company's annual report shall be audited by an auditor (réviseur d'entreprises agréé), who is appointed by the General Meeting and paid by the Company.

The auditor shall fulfil all obligations within the meaning of the Law of 2007.

Art. 24. Financial year. The financial year of the Company commences on April 1 of each year and ends on March 31 of the following year.

The financial statements of the Company shall be presented in the currency of the share capital, i.e. in euro.

Art. 25. Dividends paid. The General Meeting shall, at the proposal of the Board of Directors and within the legal limits, decide how to use the Company's income. It may at a given time declare distributions or authorise the Board of Directors to do so. No distributions may be made if, as a result of such decision, the capital of the Company were to fall to below the minimum capital set by law.

The use of the annual income shall be determined by the General Meeting at the proposal of the Board of Directors.

When determining the amount to be distributed, attention should be paid to maintaining a liquidity reserve in order to meet the costs and expenses of the Company. In accordance with the legal stipulations, the Board of Directors may also declare interim dividends. Any dividend which has not been claimed within five years of its announcement shall be forfeited in favour of the Company. No interest payments shall be made on distributions which are declared by the Company and held for the disposal of its beneficiary.

The dividends will be paid to the shareholders via the bank account stated in the share register.

Art. 26. Dissolution of the Company. The Company may be dissolved at any time by resolution of the General Meeting and subject to the quorum required for amendments to the Articles of Association and the majority requirements pursuant to Article 27 of these Articles of Association.

If the assets of the Company fall to below two-thirds of the minimum amount, as stated in Article 5 of these Articles of Association, the Board of Directors shall raise the issue of dissolving the SICAV at the General Meeting, which may pass its decision without attendance quorum by a simple majority of the shares represented.

If the capital of the SICAV falls to below one quarter of the minimum amount, the Board of Directors shall raise the issue of dissolving the SICAV at the General Meeting, which may vote without an attendance quorum; the dissolution of the SICAV may be approved by Shareholders holding one quarter of the shares represented at the General Meeting.

The meeting must be convened such that it takes place within forty days of establishing that the aforementioned minimum amount of two-thirds or one quarter of the minimum share capital has been reached.

The amounts that are not claimed by the Shareholders at the time of liquidation shall be deposited with the Caisse de Consignation in Luxembourg, where they shall be made available to the Shareholders during the period prescribed by law. At the end of this period, any amounts not claimed shall accrue to the Luxembourg government.

The liquidation is carried out by one or several liquidators, who may be natural or legal persons, and who, in turn, are appointed by the General Meeting, which also decides on their powers and their remuneration.

Art. 27. Amendments to the Articles of Association. The Articles of Association may only be amended at an extraordinary General Meeting at which the corresponding majority requirements of the Law of 10 August 1915, as amended, on commercial companies, are met.

Art. 28. Conflicts of interest. Contracts and other transactions between the Company and any other company or enterprise shall not be negatively affected or invalidated because one or more of the directors or officers of the Company has/have a personal interest or are a director, associate, officer or other employee at such other company or enterprise. Each director and each officer of the Company who serves as a director, officer or regular employee of any company or enterprise with which the Company enters into a contract or otherwise engages in business shall not be prevented by such affiliation with such other company or enterprise from providing advice, approving or acting in connection with such contract or other business relationship.

If a director or officer of the Company has personal interests that conflict with those of the Company in connection with any transaction of the Company, this director or officer must report this opposing personal interest to the Board of Directors and shall not participate in deliberations in connection with this transaction or take part in consultations or approval processes, and this transaction as well as the personal interest of the director or officer shall be reported at the next General Meeting.

"Opposing interest" as stated in the above provisions does not mean a connection with any matter, position or transaction that includes a particular person, company or enterprise, who/which is occasionally appointed by the Board of Directors at its discretion.

In the conduct of its business the AIFM's policy is to identify, manage and where necessary prohibit any action or transaction that may pose a conflict between the interests of the AIFM and the Company or its shareholders and between the interests of one or more shareholders and the interests of one or more other shareholders. The AIFM strives to manage any conflicts in a manner consistent with the highest standards of integrity and fair dealing. For this purpose, it has implemented procedures that shall ensure that any business activities involving a conflict which may harm the interests of the Company or its shareholders, are carried out with an appropriate level of independence and that any conflicts are resolved fairly.

Art. 29. Applicable law. All matters not governed by these Articles of Association are regulated by the provisions of the Law of 10 August 1915, as amended, on commercial companies, the Law of 2007 and the Law of 2013, including subsequent amendments and supplements to these laws.

There being no other business on the agenda, the meeting is closed.

The undersigned notary, who knows English, states herewith that on request of the persons appearing, the present deed is worded in English,

Whereof this notarial deed was drawn up in Howald, on the day appearing at the beginning of this document.

The document having been read to the appearing persons, known by the notary by surname, name, civil status and residence, the said persons appearing signed together with us, the notary, the present original deed.

Gezeichnet: S. LOZINGUEZ, C. LECLERC, C. SCHMIDT und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 14 août 2014. Relation: LAC/2014/38516. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

- FÜR GLEICHLAUTENDE AUSFERTIGUNG - Der Gesellschaft auf Begehrt erteilt.

Luxemburg, den 20. August 2014.

Référence de publication: 2014132782/548.

(140150656) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2014.

Santorin Holding S.A., Société Anonyme,
(anc. Santorin Holding S.A. - SPF).
Siège social: L-2561 Luxembourg, 31, rue de Strasbourg.
R.C.S. Luxembourg B 179.926.

Le bilan au 31 décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Geert DIRKX
Administrateur unique

Référence de publication: 2014086508/11.

(140102005) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2014.

SEB Nordic Star SICAV - SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2370 Howald, 4, rue Peternelchen.
R.C.S. Luxembourg B 133.430.

In the year two thousand and fourteen, on the eighth day of August.

Before Us Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg

is held

an extraordinary general meeting of the sole shareholder of the company SEB Nordic Star - SICAV-FIS (hereafter the «Company»).

The Company was incorporated by a deed of Maître Joseph Gloden, notary residing at that time in Grevenmacher, under the name SEB Orion 16 - SICAV-FIS on 25 October 2007, published in the Mémorial C, Recueil Spécial des Sociétés et Associations number 2712 from 26 November 2007.

The Articles of Incorporation were amended the last time on 14 March 2014 before the undersigned notary. The deed was published in the Mémorial C, Recueil des Sociétés et Associations, number 1248 of 16 May 2014.

The Company is registered with the "Registre de Commerce et des Sociétés" (Trade and Companies Register) of Luxembourg under the section B and the number B 133.430.

The meeting was opened at 11.30 a.m. by Sophie Lozinguez, professionally residing in Howald, being in the chair.

The Chairman appoints Claudia Schmidt, professionally residing in Howald, as Secretary.

The meeting elects Chantal Leclerc, professionally residing in Howald, as Scrutineer.

The sole Shareholder represented at the meeting, as well as the number of shares held by the shareholder are entered in an attendance list prepared by the persons conducting the meeting, which was signed by the bureau.

This list as well as the proxy signed by the persons conducting the meeting and the notary ne varietur, are attached to this deed and will be registered together.

The Chairman declares and requests the notary to record:

I. The sole shareholder holds all the shares in the share capital of the Company.

II. The agenda of the Meeting is worded as follows:

1. Change of "Art. 8 Restrictions on ownership" of the articles of incorporation of the Company (the "Articles") in order to ensure that the Company may prevent the ownership of shares by any "US Person" as defined in the Articles.

2. Change of "Art. 4 Object of the Company" of the Articles which shall henceforth read as follows:

"The sole purpose of the Company is to invest the Company's assets in securities and other assets permitted by law, in accordance with the principle of risks-preading, and with the aim of providing investors with the income generated from the management of the Company's assets.

The Company may take any action and execute transactions that it deems necessary for the fulfilment and execution of the purpose of the Company, in the broadest sense, in accordance with the Law of 2007 and the Law of 2013."

3. Full restatement of the Articles, effective as of 22 July 2014, in light of the requirements of the law of 12 July 2013 on alternative investment fund managers.

III. The entirety of the share capital of the Company being represented at the present Meeting the Sole Shareholder considers itself as duly convened and declares to have perfect knowledge of the agenda which was communicated to it in advance and consequently waives all the rights and formalities it is entitled to for the convening of the Meeting. The present Meeting is therefore regularly constituted and may deliberate and decide upon the items of the agenda.

After the foregoing has been approved by the Meeting, the following resolutions have been taken unanimously:

First resolution

The Meeting resolves to update Article 8 of the articles in order to ensure that the Company may prevent the ownership of shares by any "US Person" as defined in the Articles.

Second resolution

The Meeting resolves to change article 4 "Object of the Company" of the Articles which shall henceforth read as follows:

"The sole purpose of the Company is to invest the Company's assets in securities and other assets permitted by law, in accordance with the principle of risk-spreading, and with the aim of providing investors with the income generated from the management of the Company's assets.

The Company may take any action and execute transactions that it deems necessary for the fulfilment and execution of the purpose of the Company, in the broadest sense, in accordance with the Law of 2007 and the Law of 2013."

Third resolution

The Meeting resolves to approve the full amendment and restatement of the Articles, effective as of 22 July 2014, in light of the requirements of the law of 12 July 2013 on alternative investment fund managers.

As a consequence, the articles of incorporation of the Company shall from now on be read as follows:

Art. 1. Name. There exists a public limited company (société anonyme) in the form of an investment company with variable capital structured as a specialised investment fund ("investment company with variable capital - fonds d'investissement spécialisé") under the name SEB Nordic Star SICAV - SIF (the "Company").

The Company qualifies as an alternative investment fund ("AIF") under the Luxembourg law of 12 July 2013 on alternative investment fund managers, as may be amended and/or supplemented from time to time (the "Law of 2013") and is subject to part II of the Luxembourg law of 13 February 2007, as amended and/or supplemented from time to time, on specialised investment funds (the "Law of 2007").

Art. 2. Registered office. The Company's registered office is in Howald (municipality of Hesperange). By resolution of the Board of Directors, branches and representative offices may be established in a different place in the Grand Duchy as well as abroad.

If the Board of Directors determines that extraordinary political or military events have occurred or are imminent, which could have an adverse impact on the normal business of the Company at its registered office or on communications with people abroad, the registered office may temporarily be relocated abroad until the situation has completely normalised. Such temporary measures will have no effect on the nationality of the Company. The Company will remain a Luxembourg company.

Art. 3. Duration. The Company is set up for an undetermined period. The Company may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these Articles of Association.

Art. 4. Object of the Company. The sole purpose of the Company is to invest the Company's assets in securities and other assets permitted by law, in accordance with the principle of risk-spreading, and with the aim of providing investors with the income generated from the management of the Company's assets.

The Company may take any action and execute transactions that it deems necessary for the fulfilment and execution of the purpose of the Company, in the broadest sense, in accordance with the Law of 2007 and the Law of 2013.

Art. 5. Share capital. The share capital is represented by shares of no-par value and will correspond at all times to the total net assets of the Company in accordance with the following Art. 13. The share capital may be increased or decreased by the Company as a result of the issue of additional shares or the repurchase of shares by the Company. The share capital is expressed in euro and shall at all times be equal to at least one million two hundred fifty thousand euro (EUR 1,250,000.00).

The initial capital amounted to EUR 35,000 (thirty-five thousand euro) and was divided into 350 (three-hundred fifty) shares of no par-value.

The Board of Directors may decide at any time that the shares of the Company belong to the various sub-funds to be created (the "Sub-Funds"), which in turn may be launched in different currencies and/or in accordance with other criteria to be determined by the Board of Directors. The Board of Directors may also determine that one or more share classes with different features may be issued within a Sub-Fund such as, for example, a specific distribution or capitalisation policy, a specific fee structure or other specific features as determined by the Board of Directors and described in the Issue Document of the Company.

In accordance with the terms of the Issue Document of the Company, the proceeds from the issue of shares shall be invested in securities and other assets permitted by law in accordance with the investment policy established by the Board of Directors and in compliance with the investment limits established by law or by the Board of Directors.

Art. 6. Registered shares and share certificates. Shares of the Company will be issued exclusively as registered shares.

A shareholder register is kept at the registered office of the Company for these shares. This register contains the name of each shareholder, the location of their registered office, the number of shares they hold and, where applicable, the date of transfer of each share. The entry in the register of shareholders is considered proof of entitlement of the shareholder in such registered shares.

The Board of Directors will decide whether share certificates will be issued (either as individual physical or global certificates) or whether the shareholder receives a confirmation of registration in the register of shareholders. If share certificates are issued, they are issued shortly after subscription, provided that all payments have been received for the shares. Share certificates shall be signed by two members of the Board of Directors. One of the two signatures may be made by a person who has been authorised for this purpose by the Board of Directors.

Shares will be issued only to qualified investors within the meaning of Article 2 of the Law of 2007, i.e. to institutional or professional investors or those investors who provide a written statement establishing their status as a well-informed investor, and (1) invest at least EUR 125,000.00 in the Company or (2) present an assessment made by a credit institution within the meaning of Directive 2006/48/EC, a securities company within the meaning of Directive 2004/39/EC or a management company within the meaning of Directive 2001/107/EC, which confirms that they have the expertise, experience and knowledge to adequately evaluate the Company's investments.

A transfer of shares is possible only if the buyers are well-informed investors within the meaning of the Law of 2007, and if they fully accept any residual obligations to the Company.

If a shareholder subscribes to shares of the Company not for his own account, but on behalf of a third party, that party must also be a well-informed investor within the meaning of the Law of 2007.

The transfer of a registered share shall be by a written declaration of transfer entered in the register of shareholders, dated and signed by the buyer, the seller, or by any other authorised representatives, as well as submission of the share certificate, if issued. The Company may accept other documents that adequately evidence the transfer.

Each holder of registered shares of the Company must inform the Company of his address so that they may be entered in the share register. If this differs from the address of his administration, he may also supply a mailing address. All notices and announcements of the Company for the benefit of holders of registered shares can be legally sent to the appropriate address. Shareholders may request in writing at any time that the Company changes their address in the register.

If a shareholder does not specify an address, the Company may allow a corresponding notice to be entered in the register of shareholders. In such case, the address of the shareholder will be the Company's registered office until the shareholder notifies the Company of another address.

Shares will only be issued after the subscription has been accepted and payment is received.

The Company recognises only one shareholder per share. In the case of joint ownership or beneficial interest, the Company may suspend the exercise of rights attached to the shares held up to the time at which a person is specified to represent the joint owners or beneficiaries of the usufructuary to the Company.

The Company may issue fractional shares up to the third decimal. Fractional shares provide no voting rights, but entitle the holder to participate in distributions from the Company on a pro rata basis.

Art. 7. Loss or destruction of share certificates. If a shareholder can demonstrate convincingly to the Company that a share certificate for a share belonging to him has been lost or destroyed, the Company will, at his request issue a replacement certificate. Such issue is subject to the conditions set out by the Company, included compensation, a review of the certificate or a claim for the certificate which must be signed by a bank, stockbroker or other party acceptable to the Company. With the issue of a new share certificate, on which it is noted that the certificate is a duplicate, the original certificate shall become invalid.

Mutilated or defaced share certificates may be exchanged by the Company for new share certificates. The mutilated or defaced certificates must be returned to the Company which will immediately declare them invalid.

The Company may, at its discretion, require the shareholder to provide reasonable compensation for such costs incurred on the issue and registration of a new share certificate or the cancellation and destruction of the original share certificate.

Art. 8. Restrictions on the ownership of shares. Shares in the Company are reserved to qualified investors within the meaning of the Law of 2007 as defined in Art. 6 here-before. In addition, the Company may, at its discretion, restrict or forbid the ownership of its shares by certain well-informed investors if it believes that such ownership:

- is to the detriment of the interests of the other shareholders or the Company; or
 - could entail a violation of the law of the Grand Duchy of Luxembourg or abroad; or
 - could have the effect of making the Company subject to tax in a country other than the Grand Duchy of Luxembourg;
- or
- is detrimental to the interests of the Company in another way.

For this purpose, the Company may:

- a) refuse to issue shares or have them transferred in the register of shareholders,
- b) compulsorily redeem shares,

c) at the shareholder meetings deny voting rights to persons not permitted to own shares of the Company.

The Company has not been and will not be registered under the United States Investment Company Act of 1940 as amended (the "Investment Company Act"). The shares of the Company have not been and will not be registered under the United States Securities Act of 1933 as amended (the "Securities Act") or under the securities laws of any state of the US and such shares may be offered, sold or otherwise transferred only in compliance with the Securities Act of 1933 and such state or other securities laws. The shares of the Company may not be offered or sold within the US or to or for the account, of any US Person. For these purposes, US Person is as defined in Rule 902 of Regulation S under the Securities Act.

Rule 902 of Regulation S under the Securities Act defines US Person to include inter alia any natural person resident of the United States and with regards to investors other than individuals, (i) a corporation or partnership organised or incorporated under the laws of the US or any state thereof; (ii) a trust (a) of which any trustee is a US Person except if such trustee is a professional fiduciary and a co-trustee who is not a US Person has sole or shared investment discretion with regard to trust assets and no beneficiary of the trust (and no settlor if the trust is revocable) is a US Person or (b) where a court is able to exercise primary jurisdiction over the trust and one or more US fiduciaries have the authority to control all substantial decisions of the trust and (iii) an estate (a) which is subject to US tax on its worldwide income from all sources; or (b) for which any US Person is executor or administrator except if an executor or administrator of the estate who is not a US Person has sole or shared investment discretion with regard to the assets of the estate and the estate is governed by foreign law.

The term "US Person" also means any entity organised principally for passive investment (such as a commodity pool, Investment Company or other similar entity) that was formed:

(a) for the purpose of facilitating investment by a US Person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the regulations promulgated by the United States Commodity Futures Trading Commission by virtue of its participants being non-US Persons or

(b) by US Persons principally for the purpose of investing in securities not registered under the Securities Act, unless it is formed and owned by "accredited investors" (as defined in Rule 501 (a) under the Securities Act) who are not natural persons, estates or trusts.

Applicants for the subscription to shares will be required to certify that they are not US Persons.

Shareholders are required to notify the Registrar and Transfer Agent of any change in their domiciliation status.

The Board can furthermore reject an application for subscription at any time at its discretion, or temporarily limit, suspend or completely discontinue the issue of shares, in as far as this is deemed to be necessary in the interests of the existing shareholders as an entirety, to protect the Company in the interests of the investment policy or in the case of endangering specific investment objectives of the Company.

Art. 9. Issue of shares. The Board of Directors is fully entitled to issue an unlimited number of fully paid shares at any time without giving a preferential subscription right to newly issued shares to existing shareholders.

The Board of Directors may subject the frequency of issue of shares for each Sub-Fund to restrictions, and may in particular decide that shares of a share class may be issued only during one or more offering periods or other periods in accordance with the provisions in the sales documents of the Company.

The subscription price must be paid upon issue of the shares wholly or in part in the manner in which the Board of Directors determines for each Sub-Fund and lists and describes in detail in the Issue Document.

The Board of Directors is authorised to establish additional subscription conditions for each Sub-Fund such as minimum investment amounts, the payment of subscription fees or compensatory interest or the existence of asset restrictions. These conditions are listed and described in detail in the Issue Document.

The Board of Directors may confer on any of its members, any directors, officers or other duly authorised representatives the authority to accept applications for subscriptions, to accept payments of the price of newly issued shares and to deliver these shares.

The Company may, in accordance with the provisions of Luxembourg law, which in particular require a valuation report by the auditors of the Company, issue shares against delivery of securities and/or other permitted assets, provided that such delivery of securities and/or other permitted assets is in accordance with the investment policy of the relevant Sub-Fund and takes place in conformity with the investment restrictions of the Company and the investment restrictions of the relevant Sub-Fund. All costs associated with the issuing of shares against delivery of securities and/or other permitted assets shall be borne by the shareholders concerned.

Shares must be fully paid up. Newly issued shares have the same rights as the shares already in circulation on the day the shares are issued.

The Board of Directors reserves the right to fully or partially reject any application for subscription or to suspend the issue of shares at any time without prior notice.

Art. 10. Redemption of shares. Each shareholder may, within the period provided by law and these Articles of Association, demand the redemption of all or part of his shares by the Company in accordance with the provisions and procedures established by the Board of Directors in the sales documents for each Sub-Fund. The redemption price per

share shall be paid within a period set by the Board of Directors in accordance with the objectives established by the Board of Directors and provided that any share certificates issued and other documents relating to the transfer of shares in the Company have been received, subject to the provisions of Art. 6 of these Articles of Association.

The redemption price is the net asset value of the relevant share class in accordance with Art. 13 of these Articles of Association, less any costs and any commissions in accordance with the provisions of the Issue Document. The redemption price may be rounded up or down to the nearest unit of the relevant currency in accordance with the Board of Directors' decision.

Where the number or the total net asset value of shares that are held by a shareholder in a share class would, following the request for redemption, fall below a number or a value specified by the Board of Directors as a minimum, this request may be treated as a request for the redemption of the entire shareholding of the shareholder in this share class.

Furthermore, if for a Valuation Day the redemption requests and conversion requests made in accordance with Art. 10 and 11 of these Articles of Association exceed a certain volume as determined by the Board of Directors, the Board of Directors may decide that part or all of the redemption or conversion requests be suspended for a period of time and in such a manner that the Board of Directors deems necessary, taking into account the interests of all shareholders. Unexecuted redemption requests will be given priority in these cases on the next following Valuation Day.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder, who requests, in kind by allocating to the holder investments from the portfolio of assets set up in connection with such class or classes of shares equal in value (calculated in the manner described in Art. 13 of these Articles of Association) as of the Valuation Day, for which the redemption price is calculated, to the value of the shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or classes of shares and the valuation used shall be confirmed by a special report of the auditor of the Company. Shareholders will have to bear costs incurred by a redemption in kind (mainly costs resulting from the drawing-up of the auditor's report) unless the Company considers that the redemption in kind is in its interest or made to protect its interests.

The Board of Directors may decide to compulsorily redeem the shares of a shareholder if it is of the opinion that (i) the ownership of shares by the shareholder concerned is detrimental to the interests of the other shareholders or the Company or a Sub-Fund or (ii) it may result in the violation of a law in the Grand Duchy of Luxembourg or abroad (in particular if the shareholder is not or is no longer an investor within the meaning of Article 2 of the Law of 2007) or (iii) could have the effect of making the Company subject to tax in a country other than the Grand Duchy of Luxembourg or (iv) is otherwise detrimental to the interests of the Company or a Sub-Fund.

Furthermore, the Board of Directors of the Company may decide to repurchase shares or fractional shares of the Company in relation to one or several Sub-Funds in order to pay out the proceeds from the sale of assets of the relevant Sub-Fund to the shareholders. The decision to repurchase is binding for all shareholders and is proportionate (pro rata) to their share in the capital of the Company.

In these cases the redemption price is equal to the net asset value on the date of redemption.

The shares in the capital that are repurchased by the Company are cancelled in the books of the Company. The redemption price is paid in Luxembourg no later than twenty business days after the last day on which the redemption price is calculated.

Art. 11. Conversion of shares. Unless otherwise determined by the Board of Directors in the Issue Document, each shareholder shall be entitled to request the conversion of all or part of his shares into shares of another share class of the same Sub-Fund or into shares of another Sub-Fund or share class of another Sub-Fund. The Board of Directors may, among other things, establish restrictions in terms of frequency, deadlines and conditions of conversion and, at its discretion, it may make the conversion dependent upon the payment of expenses and commissions.

The price for the conversion of shares of one share class into shares of another share class of the same Sub-Fund or into shares of another Sub-Fund or a share class of another Sub-Fund shall be based on the respective net asset value of the two share classes or of the share class and the other Sub-Fund calculated for the same Valuation Day or at the same valuation time on a Valuation Day.

If a conversion application would drop the number of shares held by a shareholder in a share class or Sub-Fund or the total share value of shares held by a shareholder in a share class or Sub-Fund below a number or a value established by the Board of Directors, the Company may decide that this request will be treated as a request to redeem the entire shareholding held by a shareholder in such share class or Sub-Fund.

Shares which have been converted into shares of another share class of the same Sub-Fund or into shares of another Sub-Fund or share class of another Sub-Fund will be cancelled.

Art. 12. Alternative Investment Fund Manager (hereafter "AIFM"). The Company may appoint an external alternative investment fund manager or remain self-managed. The AIFM will, under the supervision of the board of directors, administer and manage the Company in accordance with these Articles of Incorporation, the Issue document and under the conditions and limits laid down by Luxembourg applicable laws, and in the exclusive interest of the Shareholders. It will be empowered, subject to the rules as further set out hereafter, exercise all the rights attached directly or indirectly to

the Company's assets. Details regarding the appointment of the external alternative investment fund manager or self-managed structure of the Company are laid down in the Issue document.

Art. 13. Net asset value. The net asset value per share of each share class is calculated for a respective valuation day (the "Valuation Day") in the respective Sub-Fund currency - as established in the Issue Document - in the frequency determined by the AIFM and set out in the Issue Document, but at least once every six months and generally expressed in the currency of the individual share classes.

It is calculated by dividing the net assets of the Company, i.e., the assets attributable to such share class less the liabilities attributable to this share class, by the number of shares of the relevant share class in circulation on that Valuation Day in accordance with the valuation rules described below. The net asset value may be rounded up or down to the next standard sub-unit of the relevant currency as determined by the AIFM. If, since the determination of the net asset value, there have been significant changes in prices in the markets in which a substantial portion of the assets attributable to the share class is traded or quoted, the AIFM may, in the interests of the shareholders and the Company, cancel the first valuation and carry out another valuation.

The net asset value of the various share classes is calculated as follows:

I. The Company's assets include:

- (1) the target fund shares included in the respective Sub-Fund;
- (2) all cash holdings and cash at bank including interest accrued thereon;
- (3) all bills and demand notes due as well as any outstanding amounts (including proceeds from securities which have been sold but not yet delivered, securities);
- (4) all shares and other securities equivalent to shares, all interest-bearing securities, certificates of deposit, bonds, subscription rights, convertible bonds, options and other securities, financial instruments and similar assets owned by the Company or traded for them (whereby the Company may make adjustments in accordance with the procedure described under (a) below in order to take into account fluctuations in the market value of securities resulting from the trading of ex-dividends, ex-rights, or from similar practices);
- (5) Cash and other dividends and distributions which may be required by the Company, provided that the Company has been informed of these sufficiently;
- (6) interest accrued on any interest-bearing assets which are owned by the Company, provided they are not included in the principal amount of the corresponding asset or reflected by the principal amount;
- (7) unamortised formation costs of the Company, including the costs of issuing and distributing shares in the Company;
- (8) other assets of any type and nature, including prepaid expenses.

The value of these assets is determined as follows:

- a) Transferable securities and money market instruments admitted to an official exchange are valued at the last available price.
- b) Transferable securities and money market instruments that are not officially listed on an exchange, but are traded on another regulated market, are valued at a price which may not be lower than the bid price nor higher than the ask price at the time of the valuation and which the AIFM considers the fair market price.
- c) Transferable securities and money market instruments quoted or traded on several markets are valued on the basis of the last available price of the principal market for the transferable securities or money market instruments in question, unless these prices are not representative.
- d) In the event that such prices are not in line with market conditions, or for securities and money market instruments other than those covered in a), b) and c) above for which there are no fixed prices, these securities and money market instruments, as well as other assets, will be valued at the current market value as determined in good faith by the AIFM, following generally accepted valuation principles verifiable by independent auditors.
- e) Liquid assets are valued at their nominal value plus accrued interest.
- f) Time deposits may be valued at their yield value if a contract exists between the AIFM and the Depositary Bank stipulating that these time deposits can be withdrawn at any time and their yield value is equal to the realised value.
- g) Financial instruments which are not traded on the futures exchanges but on a regulated market are valued at their settlement value, as stipulated by the AIFM in accordance with generally accepted principles, taking into consideration the principles of proper accounting, the customary practices in line with the market, and the interests of the shareholders, provided that the above-mentioned principles correspond with generally accepted valuation regulations which can be verified by independent auditors.
- h) Swaps are valued at their market value.
- i) Units or shares of UCITS and UCIs are valued at the last available net asset value.

In case extraordinary circumstances occur, which make it impossible or even wrong to carry out the valuation according to above mentioned criteria, the AIFM is authorised for a certain period of time, to accept other rules for valuation that are generally accepted and determined in good faith, and can be verified by the independent auditors in order to achieve an appropriate valuation.

The value of all assets and liabilities which are not expressed in the currency of the relevant Sub-Fund shall be converted into such currency at the latest exchange rates available. If such prices are not available, the exchange rate is established in good faith pursuant to procedures established by the AIFM.

j) Precious metals which are traded on a regulated market are valued at the last available market price.

k) Assets other than those referred to under a) to j) are valued at their market value as determined by the AIFM in good faith and generally accepted valuation principles verifiable by independent auditors.

II. The Company's liabilities include:

(1) all loans, notes payable and receivable;

(2) all accrued interest on loans of the Company (including accrued handling fees for loans);

(3) all accrued or payable expenses (including, but not limited to, administrative costs, management costs, formation costs, custody fees and expenses of representatives of the Company);

(4) all known current and future liabilities (including all matured contractual obligations for cash payments or transfers of goods, including the amount of unpaid dividends declared by the Company);

(5) an appropriate provision for future tax payments based on capital and income on the Valuation Day as determined by the AIFM as well as any other provisions authorised and approved by the Board of Directors, as well as any other amounts that the Board of Directors considers it appropriate to hold in connection with the Company's contingent liabilities;

(6) all other liabilities of the Company of whatsoever type and nature which are presented taking into account generally accepted accounting principles. In determining the amount of such liabilities the AIFM will consider expenses to be paid by the Company including start-up costs, fees to fund managers and investment advisors, accounting fees, fees to the Depositary Bank and its correspondent banks and the Central Administration and Domiciliary Agent, registrar and transfer agent fees to the competent authority for the listing, fees to paying or distribution agents and other permanent representatives in connection with the registration of the Company, fees for all other of the Company's authorised representative and remuneration of the members of the Board of Directors for their reasonable expenses, insurance premiums, travel expenses in connection with Board meetings, fees and expenses for legal and auditing services, fees associated with registering and maintaining the registration of the Company with any governmental agencies or exchanges in the Grand Duchy of Luxembourg, report costs, publication costs, including the costs of preparing, printing, advertising and distribution of issue documents, advertising material, periodic reports or statements in connection with the registration, the costs of any reports to shareholders, taxes, duties, governmental and similar charges, and all other costs related to the business, including the cost of buying and selling assets, interest, bank charges and brokerage fees, postage, and telephone and telefax costs. The AIFM may calculate administrative and other expenses of a regular or recurring nature on the basis of annual estimates or for other periods of time.

III. The assets shall be allocated as follows:

Within a Sub-Fund one or more share classes may be established:

a) If multiple share classes are issued for a Sub-Fund, the assets attributable to these share classes shall be invested jointly pursuant to the specific investment policy of the relevant Sub-Fund, whereby the Board of Directors may define share classes within a Sub-Fund to be in accordance with (i) a specific distribution policy which differs with regard to rights or non-rights to distributions and/or (ii) a specific commission structure for sales and redemptions and/or (iii) a specific fee structure with respect to management or investment advice and/or (iv) a specific allocation of service charges for distributions, shareholder services or other fees and/or (v) different currencies or currency units in which the relevant share class is denominated and which are calculated by reference to the exchange rate in relation to the base currency of the relevant Sub-Fund and/or (vi) the use of different hedging techniques in order to hedge assets and earnings which are denominated in the currency of the relevant share class against long-term fluctuations in the fund currency of the relevant Sub-Fund and/or (vii) any other characteristics, as determined from time to time by the Board of Directors in accordance with the statutory provisions;

b) The income from the issue of shares of a share class shall be allocated in the books of the Company to the share class(es) issued for the relevant Sub-Fund and the amount in question should increase the share of net asset value of the relevant Sub-Fund which is attributable to the share class to be issued;

c) Assets, liabilities, income and expenses that are attributable to a Sub-Fund shall be assigned to share class(es) issued for this Sub-Fund, subject to a) above;

d) If an asset is derived from another asset, in the Company's books such derivative assets are allocated to the same share class(es) as the asset on which the derivation is based and on each revaluation of an asset the increase or decrease of the corresponding share class(es) is taken into account;

e) If an asset or liability of the Company cannot be allocated to a particular share class this asset or liability shall be allocated to all share classes pro rata in proportion to their respective net asset value, or in another manner as determined by the AIFM in good faith, whereby (i) if assets are held on behalf of several Sub-Funds in an account or are jointly managed as a separate pool of assets by a representative appointed by the Board of Directors for this purpose, the corresponding entitlement of each share class shall correspond pro rata to its contribution to the relevant account or pool and (ii) this entitlement, as described in detail in the sales documents for the shares in the Company, shall change according to the

contributions and redemptions made on behalf of the shares and, finally, (iii) the liabilities shall be divided pro rata between the share classes in proportion to their respective entitlement to the account or pool;

f) after payment of dividends to the shareholders of a share class, the value of this share class is reduced by the amount of distributions.

All valuation principles and decisions are to be made and interpreted in accordance with generally accepted accounting principles.

Subject to malice, gross negligence or manifest error, every decision relating to the calculation of the net asset value made by the Board of Directors or by any bank, company or other organisation that the Board of Directors has entrusted with the calculation of the net asset value, is final and binding on the Company, and present, past and future shareholders.

IV. The following provisions shall apply in connection with the rules of this Article:

1. Pursuant to Art. 10 of these Articles of Association, outstanding shares of the Company being redeemed shall be treated as existing shares and shall be taken into account until immediately after the date established by the Board of Directors for the corresponding Valuation Day on which the relevant valuation was carried out. From this point on, the Company carries a corresponding liability until it pays the redemption price;

2. Shares to be issued shall be treated as issued shares from the date established by the Board of Directors on the Valuation Day on which the valuation takes place. From this point on, an asset in favour of the Company exists until the Company receives the subscription price;

3. all assets, cash and other assets which are expressed in currencies other than the currency of the relevant Sub-Fund are valued at the exchange rates prevailing on the date and at the time the net asset value is calculated;

4. if on a Valuation Day, the Company has undertaken to

- purchase an asset, the amount to be paid for this asset is recorded as a liability of the Company and the asset to be acquired is recorded in the balance sheet of the Company as an asset of the Company;

- sell an asset, the value of the asset to be received is recognised as an asset of the Company and the asset to be sold is not recorded in the assets of the Company;

- when the exact value or the type of such consideration or such asset is not known for the respective Valuation Day, the value is estimated by the Company.

Art. 14. Suspension of the calculation of the net asset value. The AIFM is authorised to temporarily suspend calculation of the net asset value of shares of a Sub-Fund in the following cases:

- for any period during which one of the principal stock exchanges or regulated markets on which a substantial portion of the Company's investments is quoted is closed for reasons other than normal holidays, or at times when trading on the exchange or market is limited or temporarily suspended; or

- if an unforeseen event occurs, as a result of which it is not possible to dispose of or value the assets; or

- in the event of a failure of the means of communication or calculation which is normally employed in determining the price or value of the net assets or the prices or values on a market or stock exchange; or

- during a period in which the Company is not able to repatriate funds and therefore is unable to make payments for the redemption of shares; or

- if, for other reasons, the value of a significant investment held by the Company cannot be determined or calculated immediately or accurately; or

- if the Company is aware that the valuation of some of their investments, which it had previously received for the calculation of the net asset value per share was incorrect in a material respect and which in the view of the AIFM warrants the recalculation of the net asset value (but under the condition that the AIFM is under no circumstances obligated to amend or recalculate a previously calculated net asset value used as the basis for subscriptions or redemptions); or

- in any other case of significant impact subject to the shareholder's approval.

Investors shall be informed of the suspension of the calculation of the net asset value by post or e-mail at the addresses entered in the register of shareholders.

Art. 15. Board of Directors. The Company is managed by a Board of Directors composed of at least three members who need not be shareholders in the Company. The Directors are elected for a maximum period of six years. The Board of Directors is elected by the shareholders at the General Meeting; the General Meeting also decides the number of Directors, their remuneration and the term of their office.

The Directors shall be elected by a majority of the shares present and represented.

Each member of the Board may be removed or replaced at any time and without cause by a resolution of the General Meeting.

In case of vacancy of the office of a director appointed by the General Meeting, the remaining directors so appointed may fill the vacancy on a provisional basis. In such circumstances, the next General Meeting shall make the final appointment.

Art. 16. Powers of the Board of Directors. The Board of Directors has the broad powers to perform all acts of disposal and management in the pursuit of the object of the Company and in accordance with the investment policy pursuant to Art. 21 of these Articles of Association.

All powers not expressly reserved by law or by these Articles of Association for the General Meeting may be taken by the Board of Directors.

Art. 17. Delegation of powers. The Board of Directors may delegate its powers in connection with the daily management of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the Company's policy and the object of the Company to one or more natural or legal persons; such persons need not be members of the Board of Directors and they have powers that are determined by the Board of Directors and may further delegate these powers subject to the approval of the Board of Directors.

The Company may, as described in detail in the sales documents for the shares in the Company, conclude an investment management and/or an investment advisory agreement with one or more firm(s) whose purpose is to make investment decisions respectively recommendations and provide advice in connection with the investment policy of the Company. The Board of Directors may appoint advisory committees for each Sub-Fund and establish their remuneration. These committees should consist of qualified persons with relevant experience. The committees have only an advisory role and make no investment decisions. The Board of Directors may also delegate powers of attorney by notarial or private agreement.

Art. 18. Meetings of the Board of Directors. The Board of Directors shall appoint a chairman from amongst its members. He may appoint a secretary who need not be a member of the Board and who shall prepare and keep the minutes of Board meetings and General Meetings. The Board of Directors shall meet at the invitation of the chairman or any two directors, at the place indicated in the invitation.

The chairman shall preside at meetings of the Board of Directors and the General Meeting. In his absence, the shareholders or members of the Board of Directors may appoint another member of the Board or, in the case of the General Meeting, may appoint another person to preside over the meeting.

The members of the Board shall be invited in writing to each Board meeting at least eight days prior to the date thereof, except in emergencies, whereby the invitation will describe the nature of the emergency. This invitation may be dispensed with in writing, by telefax, e-mail or similar means of communication. An invitation is not required for meetings that are held at times and in places that had previously been determined in a board decision.

Each member of the Board of Directors may be represented by another Board member or another person at any meeting via power of attorney granted in writing, by telefax, e-mail or similar means of communication. A single member of the Board of Directors may represent several of his colleagues.

Each member of the Board of Directors may participate in a Board meeting by means of telephone conferencing or similar means of communication which enable all participants in the meeting to hear each other, participate and ensure that such participation is equal to participation in person at such meeting.

The Board of Directors may act only at duly convened meetings of the Board of Directors. If all the Directors are present or represented and are in agreement, proper notice of the meeting can be dispensed with.

The Board of Directors cannot bind the Company via individual signatures except in cases in which such authorisation is expressly granted by resolution of the Board.

The Board of Directors may only adopt valid decisions or take actions when there at least a majority of the Directors or another quorum established by the Board of Directors is present or represented.

Board decisions are recorded in minutes signed by the chairman of the Board meeting. Excerpts from these minutes, which are created as evidence in court or other proceedings, must be signed by the chairman of the meeting or any two directors to be legally valid.

Decisions are taken by simple majority of those present and represented at such meetings. In a tie, the chairman of the meeting casts the deciding vote.

Written resolutions in the circulation procedure that are approved and signed by all members of the Board of Directors are equivalent to resolutions at Board meetings, and each member of the Board of Directors may approve such resolutions in writing, by telefax, e-mail or similar means of communication. This approval shall be confirmed in writing and all documents shall serve as recorded evidence of the resolution.

Art. 19. Signing authority. Vis-à-vis third parties, the Company is legally bound by the joint signature of two members of the Board of Directors or by the signature of persons authorised for this purpose by the Board of Directors.

Art. 20. Remuneration of the Board of Directors. The remuneration of members of the Board shall be fixed by the General Meeting. They also include expenses and other costs incurred by the Directors in the exercise of their activities, including any costs for legal proceedings, unless such proceedings are caused by intentional or grossly negligent conduct on the part of the Board member.

Art. 21. Investment Policy. The Company's assets are invested according to the principle of risk-spreading in transferable securities and other permitted assets, taking into account the Company's investment objectives and investment

restrictions as described in the Company's Issue Document, and in compliance with the provisions of the Law of 2007. These investments may be held either directly or through subsidiaries.

Art. 22. General Meeting. The General Meeting represents all the shareholders of the Company. Its decisions bind all shareholders. It has the full authority to order, execute or approve actions in connection with the business of the Company.

The General Meeting shall meet at the invitation of the Board of Directors.

It may also meet at the request of shareholders representing at least one tenth of the Company's assets.

The Annual General Meeting will be held on the fourth Monday of September at 9:00 in accordance with the provisions of Luxembourg law at the Company's registered office or at a place specified in the invitation. If this day is a public holiday or bank holiday in Luxembourg the Annual General Meeting will be held on the next bank business day.

Other General Meetings may be held at such places and at such times as specified in the respective invitations.

Shareholders shall meet at the invitation of the Board of Directors, which shall contain the agenda and must be sent at least eight days before the meeting to each registered shareholder at the address listed in the shareholders' register. The notice to the holders of registered shares need not be demonstrated at the meeting. The agenda shall be prepared by the Board of Directors, except in cases in which the meeting is called at the written request of shareholders, in which case the Board may prepare a supplementary agenda.

If all the shares are issued in registered form and if no publication takes place, the invitation to the shareholders may only take place via registered mail.

If all the shareholders are present or represented and consider themselves duly invited and properly informed of the agenda of the meeting, the General Meeting can take place without a written invitation.

The Board of Directors may determine all other conditions that must be fulfilled by shareholders to participate in a General Meeting.

At the General Meeting only items included in the agenda shall be treated (the agenda will contain all necessary legal procedures), unless otherwise agreed by the shareholders, if all are present.

Each voting share represents one vote. A shareholder may be represented at any meeting by granting a written power of attorney to another person, who need not be a shareholder and may be Director of the Company.

Unless otherwise provided by law or these Articles of Association, decisions at the General Meeting shall be taken by a simple majority of the shareholders present or represented.

Art. 23. General Meetings of shareholders in a Sub-Fund or share class. The shareholders of a Sub-Fund may hold a General Meeting at any time to decide on actions pertaining exclusively to that Sub-Fund.

In addition, the shareholders of a share class may hold General Meetings at any time with regard to all questions concerning this share class.

The relevant provisions of Art. 22 are applicable by analogy to such General Meetings.

Each voting share represents one vote. A shareholder may be represented at any General Meeting of shareholders in a Sub-Fund or share class by granting a written power of attorney to another person, who need not be a shareholder and may be Director of the Company.

Unless otherwise provided by law or in these Articles of Association, resolutions of the General Meeting of a Sub-Fund or share class may be passed by a simple majority of the shareholders present or represented.

Art. 24. Depositary Bank. To the extent required by law, the AIFM and the Company shall enter into a depositary agreement with a credit institution, investment firm, professional depositary of assets other than financial instruments or any other eligible entity that may qualify as depositary from time to time, as these entities are defined by the Luxembourg Law of 5 April 1993 on the financial sector, as amended and/or supplemented from time to time, and which satisfy the requirements of the Law of 2007 and the Law of 2013 (the "Depositary Bank"). All securities, cash and other permitted assets of the Company are to be held by or to the order of the Depositary who shall assume towards the Company and its shareholders the responsibilities provided by law.

Under the conditions set forth in Luxembourg laws and regulations, the Law of 2007 and the Law of 2013, the Depositary may discharge itself of liability towards the Company and its shareholders. In particular, under the conditions laid down in article 19 (14) of the Law of 2013, including the condition that the shareholders of the Company have been duly informed of that discharge and of the circumstances justifying the discharge prior to their investment, the Depositary can discharge itself of liability, in the case where the law of a third country requires that certain financial instruments are held in custody by a local entity and there are no local entities that satisfy the delegation requirements laid down in article 19 (11) point (d) (ii) of the Law of 2013. Additional details are disclosed in the Issue Document.

In the event of the Depositary desiring to retire, the board of directors shall use its best endeavors to find within two months a corporation to act as depositary and upon doing so the directors shall appoint such corporation to be depositary in place of the retiring Depositary. The directors may determinate the appointment of the Depositary but shall not remove the Depositary unless and until a successor depositary shall have been appointed in accordance with this provision to act in the place thereof.

Art. 25. Approved statutory auditor. The accounting data in the annual report of the Company shall be audited by an approved statutory auditor (réviseur d'entreprises agréé), who is appointed by the General Meeting and paid by the Company.

The approved statutory auditor shall fulfil all obligations pursuant to the applicable legal provisions.

Art. 26. Financial year. The financial year of the Company starts on 1 April of each year and ends on 31 March of the following year.

The financial statements of the Company shall be presented in the currency of the share capital, i.e. in euros.

Art. 27. Dividends paid. The General Meeting shall decide at the recommendation of the Board of Directors and within the legal limits how the income of the Company is to be used; it may when appropriate declare dividends or authorise the Board of Directors to do so.

In accordance with the statutory provisions, the Board of Directors may declare interim dividends for each share class entitled to dividends.

Payment of dividends to the holders of registered shares will be made to the addresses listed in the register of shareholders.

Dividends may be paid in a currency, at a time and at a location as determined by the Board of Directors when appropriate.

The Board of Directors may decide non-cash distributions in place of cash distributions within the terms and conditions as are determined by the Board of Directors.

Any dividend which has not been claimed within five years of its declaration shall be forfeited in favour of the issued shares of the relevant share class(es) issued for that Sub-Fund.

No interest payments shall be made on distributions which are declared by the Company and held for the disposal of its beneficiary.

Art. 28. Dissolution of the Company. The Company may be dissolved at any time by resolution of the General Meeting and subject to the quorum required for amendments to the Articles of Association and the majority requirements pursuant to Art. 31 of these Articles of Association.

If the Company's assets fall below two thirds of the minimum capital pursuant to Art. 5 of these Articles of Association, the question of dissolution shall be presented to the General Meeting by the Board of Directors. The General Meeting shall decide with no attendance quorum by a simple majority of the shares represented at the meeting.

The Board of Directors further submits the question of the dissolution of the Company to the General Meeting, if the Company's assets fall below one quarter of the minimum share capital under Art. 5 of these Articles of Association. In this case, the General Meeting shall decide without attendance quorum and the dissolution may be decided by shareholders holding one quarter of the voting shares represented at the meeting.

The meeting must be convened in time that it can take place within forty days after it has been established that the share capital has fallen below two thirds or one quarter of the minimum share capital.

Art. 29. Liquidation. In the event of dissolution of a Company, the liquidation is carried out by one or several liquidators, who may be natural or legal persons, and who, in turn, are appointed by the General Meeting, which also decides on their powers and their remuneration.

The net proceeds of liquidation shall be distributed by the liquidators to the shareholders in proportion to their shareholdings. In the Issue Document the Board of Directors may regulate in greater detail the procedures to be used for the different share classes.

If the Company is liquidated, the liquidation shall be in accordance with the statutory provisions. These provisions specify the distribution of liquidation proceeds and provide for the deposit at the Caisse de Consignation of all amounts that have not been collected by the close of liquidation by the shareholders. Amounts not claimed within the statutory time limits expire in accordance with the provisions of Luxembourg law.

Art. 30. Dissolution and merger of Sub-Funds. The Board of Directors may decide to dissolve one or more Sub-Funds or share classes by cancelling the relevant shares and refunding to the shareholders affected the net asset value of the shares of this/these Sub-Fund(s) or share class(es).

The closure of the liquidation of a Sub-Fund and the deposit of any unclaimed amounts with the Caisse de Consignation in Luxembourg must take place within a period of time established by laws and/or regulations. The liquidation proceeds deposited with the Caisse de Consignation in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

The Board of Directors may also decide to merge one or more Sub-Funds with other specialised investment funds according to the Law of 2007, with a Luxembourg undertaking for collective investment ("UCI") according to the Law of 17 December 2010, on undertakings for collective investment or with a Sub-Fund of such a specialised investment fund or of such UCIs.

The Board of Directors is authorised to make one of the foregoing decisions.

- in the event of a significant change in the social, political or economic conditions in the countries in which investments of the relevant Sub-Fund are made or where the shares of this Sub-Fund are sold, or
- where the value of the assets of the relevant Sub-Fund fall such that the economically efficient management of this Sub-Fund can no longer be guaranteed, or
- as part of a rationalisation.

The decision of the Board of Directors to merge one or several Sub-Funds in accordance with the foregoing shall be communicated to the relevant shareholders. In this case, the affected shareholders are permitted to request the redemption or conversion at no charge of all or part of their shares at the applicable net asset value for a minimum period of one month from the date of notification. After this period, the merger shall be binding for all remaining shareholders. In the case of the merger of one or more sub-funds of the Company with a Luxembourg "fonds commun de placement" or "fonds commun de placement - FIS", however, the decision shall be binding on shareholders consenting to this merger; for all other shareholders it is assumed that they have made a request for redemption of their shares.

Art. 31. Amendments to the Articles of Association. The Articles of Association may be amended by a General Meeting, which is subject to the quorum requirements under the Law of 10 August 1915, on commercial companies, as amended and supplemented (the "Law of 1915").

Art. 32. Conflicts of interest. Contracts and other transactions between the Company and any other company or enterprise shall not be negatively affected or invalidated because one or more of the directors or officers of the Company has/have a personal interest or are a director, associate, officer or other employee at such other company or enterprise. Each director and each officer of the Company who serves as a director, officer or regular employee of any company or enterprise with which the Company enters into a contract or otherwise engages in business shall not be prevented by such affiliation with such other company or enterprise from providing advice, approving or acting in connection with such contract or other business relationship.

If a director or officer of the Company has personal interests that conflict with those of the Company in connection with any transaction of the Company, this director or officer must report this opposing personal interest to the Board of Directors and shall not participate in deliberations in connection with this transaction nor take part in consultations or approval processes, and this transaction as well as the personal interest of the director or officer shall be reported at the next General Meeting.

"Opposing interest" as defined in the above provisions does not mean a connection with any matter, position or transaction that includes a particular person, company or enterprise, who is occasionally appointed by the Board of Directors at its discretion.

In the conduct of its business the AIFM's policy is to identify, manage and where necessary prohibit any action or transaction that may pose a conflict between the interests of the AIFM and the Company or its shareholders and between the interests of one or more shareholders and the interests of one or more other shareholders. The AIFM strives to manage any conflicts in a manner consistent with the highest standards of integrity and fair dealing. For this purpose, it has implemented procedures that shall ensure that any business activities involving a conflict which may harm the interests of the Company or its shareholders, are carried out with an appropriate level of independence and that any conflicts are resolved fairly.

Art. 33. Applicable law. All matters not governed by these Articles of Association are regulated by the provisions of the Law of 10 August 1915, on commercial companies regulated, the Law of 2007, and the Law of 2013 including subsequent amendments and supplements to these laws.

Expenses

The expenses, costs, remuneration or changes in any form whatsoever which shall be borne by the Company as a result of the present deed are estimated at approximately three thousand Euros (EUR 3,000.-).

There being no other business on the agenda, the meeting was closed.

Whereof this notarial deed was drawn up in Howald, on the day appearing at the beginning of this document.

The document having been read to the appearing persons, known by the notary by surname, name, civil status and residence, the said persons appearing signed together with us, the notary, the present original deed.

Gezeichnet: S. LOZINGUEZ, C. LECLERC, C. SCHMIDT und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 14 août 2014. Relation: LAC/2014/38517. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

FÜR GLEICHLAUTENDE AUSFERTIGUNG zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations erteilt.

Luxemburg, den 20. August 2014.

Référence de publication: 2014132781/666.

(140150667) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2014.

Legg Mason Investments (Luxembourg) S.A., Société Anonyme.

Siège social: L-8030 Strassen, 145, rue du Kiem.
R.C.S. Luxembourg B 28.121.

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Extrait de la décision de l'Actionnaire Unique de la Société.

L'Actionnaire unique a décidé de nommer Madame Veronica Buffoni - Florastrasse 8, 8700 Küsnacht (ZH), Suisse, au poste d'Administrateur avec prise d'effet au 2 juin 2014 et ce jusqu'à la prochaine Assemblée Générale Annuelle des Actionnaires.

Pour le compte de Legg Mason Investments (Luxembourg) S.A.

Signature

Référence de publication: 2014086645/13.

(140101131) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juin 2014.

Starman (Maroc) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 167.104.

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Il résulte d'un contrat de transfert de parts sociales daté du 19 juin 2014 que Starman Hotel Holdings LLC, une société à responsabilité limitée régie par les lois de l'État de Delaware, États-Unis d'Amérique ayant son siège social au 1209 Orange Street, Wilmington, DE 19801, États-Unis d'Amérique, immatriculée au Delaware sous le numéro 4001936 a transféré l'ensemble des 12.500 parts sociales de la Société qu'elle détenait à Maquay Investments Ltd, une société constituée selon la loi anglaise ayant son siège social au 71-75 Shelton Street, Covent Garden, Londres WC2H 9JQ, Royaume-Uni immatriculée sous le numéro 9028624.

De sorte que Maquay Investments Ltd est désormais l'associé unique de la Société.

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

Luxembourg, le 19 juin 2014.

Un mandataire

Référence de publication: 2014086489/18.

(140102600) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2014.

Ignis Alternative Investment Funds, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.
R.C.S. Luxembourg B 176.353.

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In the year two thousand and fourteen, the eleventh day of August.

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

Was held

an extraordinary general meeting (the "Meeting") of shareholders of Ignis Alternative Investment Funds (the "Company"), a public limited company (société anonyme) qualifying as an investment company with variable share capital - specialized investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé) subject to the provisions of the law of 13 February 2007 on specialised investment funds, as amended, having its registered office at Vertigo-Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg, incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg, dated March 21, 2013, published in the Mémorial C, Recueil des Sociétés et Associations, number 905 on April 17, 2013 and registered at the Luxembourg Trade and Companies' Registrar under number B 176.353. The articles of incorporation have not been amended since then.

The Meeting was opened at 3.00 pm, Luxembourg time, under the chairmanship of Mrs Michèle Kemp, Avocat à la Cour, residing professionally in Luxembourg,

who appointed as secretary Mrs Camille Delacoute, Avocat, residing professionally in Luxembourg.

The Meeting elected as scrutineer Mrs Nathalie Berck, Avocat à la Cour, residing professionally in Luxembourg.

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

I. The agenda of the Meeting is the following:

Agenda

1. Amendment of article 28 “Custodian” of the articles of incorporation of the Company which shall henceforth read as follows:

“ Art. 28. Depositary.

28.1. To the extent required by law, the Company shall enter into a custody agreement with a banking or savings institution (the “Depositary”) as defined by the law of 5 April 1993 on the financial sector, as amended, and which meets the requirements of the Law of 2007 and the law of 12 July 2013 on alternative investment fund managers (the “Law of 2013”).

28.2. The Depositary shall fulfil the duties and responsibilities as provided for by the Law of 2007 and by the Law of 2013.

28.3. Where the law of a third country requires that certain financial instruments be held in custody by a local entity and there are no local entities that satisfy the delegation requirements under the Law of 2013, the Company shall be expressly authorised to discharge in writing the Depositary from its liability with respect to the custody of such financial instruments to the extent it has been instructed to delegate the custody of such financial instruments to such local entity, and provided that the conditions of article 19 (14) of the Law of 2013 are met.

28.4. In the case of voluntary withdrawal of the Depositary or of its removal by the Company; until it is replaced, which must happen within two months, the Depositary must take all necessary steps for the good preservation of the interest of the Shareholders.”

2. Miscellaneous.

II. An extraordinary general meeting of shareholders of the Company was held before the undersigned notary on 21 July 2014 at 8, rue Albert Borschette, L-1246 Luxembourg with the same agenda as set out above.

The quorum required by article 31 of the articles of incorporation of the Company and article 67-1 (2) of the Luxembourg law of 10 August 1915 on commercial companies, as amended, was not reached in order to validly deliberate on the agenda.

The present Meeting has therefore been called pursuant to the sending of convening notices by registered mail to each registered shareholder on 23 July 2014.

III. The names of the shareholders present at the Meeting or duly represented by proxy, the proxies of the represented shareholders, as well as the number of shares held by each shareholder, are set forth on an attendance list, signed by the shareholders present, the proxies of the represented shareholders, the members of the board of the Meeting and the notary. The aforesaid list shall be attached to the present deed and registered therewith. The proxies given shall be initialed *ne varietur* by the members of the board of the Meeting and by the notary and shall be attached in the same way to this document.

IV. Pursuant to the attendance list, five (5) shareholders, holding together 2,782,072.84 shares are present or represented.

V. The Meeting may validly deliberate on the items of the agenda without any quorum requirement and the resolution on each item of the agenda may validly be passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting.

VI. The Meeting is duly constituted and can therefore validly deliberate on the items of the agenda.

After having duly deliberated on all the items of the agenda, the Meeting took the following resolutions:

Sole resolution

The Meeting resolves to amend article 28 “Custodian” of the articles of incorporation of the Company which shall henceforth read as follows:

“ Art. 28. Depositary.

28.1. To the extent required by law, the Company shall enter into a custody agreement with a banking or savings institution (the “Depositary”) as defined by the law of 5 April 1993 on the financial sector, as amended, and which meets the requirements of the Law of 2007 and the law of 12 July 2013 on alternative investment fund managers (the “Law of 2013”).

28.2. The Depositary shall fulfil the duties and responsibilities as provided for by the Law of 2007 and by the Law of 2013.

28.3. Where the law of a third country requires that certain financial instruments be held in custody by a local entity and there are no local entities that satisfy the delegation requirements under the Law of 2013, the Company shall be expressly authorised to discharge in writing the Depositary from its liability with respect to the custody of such financial instruments to the extent it has been instructed to delegate the custody of such financial instruments to such local entity, and provided that the conditions of article 19 (14) of the Law of 2013 are met.

28.4. In the case of voluntary withdrawal of the Depositary or of its removal by the Company; until it is replaced, which must happen within two months, the Depositary must take all necessary steps for the good preservation of the interest of the Shareholders.”

Votes in favour: 2,509,723.41

Vote(s) against: /

Abstention(s): 272,349.43

The resolution is consequently adopted.

There being no further business before the Meeting, the Meeting was closed.

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

Whereof the present notarial deed is drawn up in Luxembourg on the day specified at the beginning of this document.

The document having been read to the persons appearing, all of whom are known to the notary by their names, first names and professional addresses, the said persons signed together with the notary, the present deed.

Signé: M. Kemp, C. Delacoute, N. Berck et M. Schaeffer.

Enregistré à Luxembourg A.C., le 12 août 2014. LAC/2014/38246. Reçu soixante-quinze euros (75,- €).

Le Receveur (signée): Irène Thill.

POUR COPIE CONFORME, délivrée à la demande de la prédite société, sur papier libre, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 21 août 2014.

Référence de publication: 2014132510/100.

(140150283) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2014.

Guliver Demografie Wachstum, Fonds Commun de Placement.

Le règlement de gestion a été déposé au registre de commerce et des sociétés de Luxembourg.

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

LRI Invest S.A.

Référence de publication: 2014131953/8.

(140149928) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 août 2014.

Tech Age, Société Anonyme.

Siège social: L-1140 Luxembourg, 53, route d'Arlon.

R.C.S. Luxembourg B 110.562.

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

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

Signature.

Référence de publication: 2014086582/10.

(140102430) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2014.

Starman (Bermuda) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 167.100.

Il résulte des décisions prises par l'associé unique de la Société en date du 19 juin 2014 que:

- Monsieur Mark Osborne a démissionné de ses fonctions de gérant de la Société avec effet immédiat;

- Madame Peggy Murphy a démissionné de ses fonctions de gérant de la Société avec effet immédiat;

- Monsieur Stéphane Bourg a démissionné de ses fonctions de gérant de la Société avec effet immédiat;

- Madame Sarah Nicola Janet Purdy, née le 5 juillet 1960 à Bromley, Royaume Uni, résidant au 71-75 Shelton Street, Covent Garden, Londres WC2H 9JQ, Royaume Uni a été nommée nouveau gérant de la Société avec effet immédiat et pour une durée indéterminée.

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

Fait à Luxembourg, le 20 juin 2014.

Un mandataire

Référence de publication: 2014088046/18.

(140103851) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

LGF, Lëtzebuenger Grill Federatioun, Association sans but lucratif.

Siège social: L-2450 Luxembourg, 6, boulevard F.D. Roosevelt.

R.C.S. Luxembourg F 10.018.

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STATUTS

Chapitre I^{er} . - Dénomination, Siège social et Objet

Art. 1^{er} . L'Association est dénommée LËTZEBUERGER GRILL FEDERATIOUN, Association sans but lucratif (A.s.b.l.). en abrégé LGF (A.s.b.l.). peut être utilisé.

Art. 2. Le siège social de l'Association est fixé au 6 Boulevard F.-D. Roosevelt L-2450 Luxembourg (Lëtzebuerg) LUXEMBOURG.

La durée de l'Association est illimitée.

Art. 3. L'Association est politiquement et confessionnellement neutre.

Le but de l'Association est de réunir toutes les associations luxembourgeoises de barbecues. Elle a pour objet de défendre et d'aider ses membres sous tous les plans, administratif, judiciaire ou sportif, de pouvoir organiser des manifestations intéressant directement ou indirectement le barbecue ou y participer. Ces manifestations peuvent avoir un caractère sportif, technique, artistique, intellectuel ou touristique. Cette énumération n'est pas exhaustive. L'Association conserve le droit de poser tout acte se rapportant directement ou indirectement à son objet ou de nature à faciliter sa réalisation.

Chapitre II. - Conditions d'adhésion, d'admissions et retraits

Art. 4. Le nombre des associations membres est illimité, mais ne peut être inférieur à 3 (trois).

Art. 5. Peuvent devenir membres les associations satisfaisant aux critères tels que définis dans l'Article 6, faisant une déclaration écrite d'adhésion et étant admis par l'Assemblée Générale à la majorité simple des voix.

Art. 6.1. Chaque association, partageant l'intérêt du barbecue.

Art. 6.2. Les membres de l'Association peuvent être constitués sous forme d'association sans but lucratif ou d'association de fait, ayant leur siège au Grand-Duché de Luxembourg.

Art. 6.3. Sont notamment prises en considération lors de l'examen de la candidature d'un club par le Conseil d'Administration, l'activité dans le cadre de son objet social, qui ne doit pas être en contradiction avec l'objet social de l'Association; l'ouverture vers des personnes ayant un pôle d'intérêt correspondant à son objet social et son autonomie financière.

Art. 6.4. Toute modification de la structure et de l'organisation d'un club membre doit être portée sans délai à la connaissance de l'Association, qui peut à tout moment vérifier si le club continue à répondre aux critères essentiels retenus pour son affiliation. En outre chaque association affiliée est tenue remettre la fiche de renseignement, mise à sa disposition par l'Association, au Conseil d'Administration au moins 1 (un) mois avant l'Assemblée Générale ordinaire.

Il est évident que tous les renseignements ainsi fournis sont traités dans la plus stricte confidentialité.

Art. 6.5. Peut devenir membre-sympathisant toute personne physique ou morale, adhérant aux présents statuts et s'acquittant de la cotisation annuelle, qui ne peut être inférieure à L'admission de nouveaux membres-sympathisants est décidée par le Conseil d'Administration.

Art. 7. L'exclusion. Tout membre qui, par des actes ou manquements graves ou par des agissements quelconques, a compromis les intérêts de l'association peut être exclu en Assemblée Générale ordinaire ou extraordinaire par 2/3 des voix des membres présents ou représentés. Les membres exclus, de même que les membres démissionnaires, n'ont aucun droit sur le patrimoine de l'association.

Chapitre III. - Représentation et Convocation à l'Assemblée Générale

Art. 8. Les associations membres sont représentées par un maximum de 2 (deux) personnes déléguées par elles. Les représentants de chaque association affiliée forment l'Assemblée Générale de l'Association.

Art. 9. L'Assemblée Générale comprend toutes les associations membres inscrites. Celle-ci devra se réunir au moins une fois par an, soit sur convocation du Conseil d'Administration soit chaque fois qu'au moins un cinquième des associations membres le demandera. L'Assemblée Générale sera dûment convoquée par simple envoi courriel de la convocation ainsi que de l'ordre du jour par le secrétariat à l'attention des associations membres, des membres du Conseil d'Administration et des différentes Commissions. Le compte rendu de l'Assemblée sera diffusé par la même voie.

Chapitre IV. - Pouvoirs de l'Assemblée Générale

Art. 10. L'Assemblée Générale est seule compétente pour:

- donner décharge au Conseil d'Administration
- le choix du siège social
- l'édition d'un Règlement d'ordre intérieur
- les modifications aux Statuts et au Règlement d'ordre intérieur
- la fixation de la cotisation annuelle
- la fixation du nombre maximum d'Administrateurs
- la nomination et la révocation des Administrateurs, des Commissaires aux comptes et des membres des différentes Commissions
- l'approbation des budgets et des comptes
- la dissolution volontaire de l'association
- l'admission et l'exclusion de membres, conformément aux articles 5, 6 et 7 des présents statuts.

Art. 11. L'Assemblée Générale est présidée par le Président de l'Association ou à défaut par le Vice-président ou à défaut par l'Administrateur faisant office depuis le plus longtemps.

Art. 12. Toute décision est prise à la majorité simple des voix présentes, sauf dans les cas stipulés par l'article 8 de la loi du 21.04.1928 sur les A.s.b.l. Le vote par procuration est admis. Ne sont reconnues valables que les procurations écrites. Chaque représentant ne peut être porteur que d'une seule procuration. En cas de partage, la voix de celui qui préside est prépondérante. Les Administrateurs n'ont pas le droit de vote lors de l'Assemblée Générale sauf en qualité de représentant d'une association affiliée. Les membres des différentes Commissions n'ont pas le droit de vote lors de l'Assemblée Générale sauf en qualité de représentant d'une association affiliée. La qualité de membre-sympathisant ne confère pas de droit de vote.

Chapitre V. - Conseil d'Administration et Commissions

Art. 13. L'Association est gérée par un Conseil d'Administration qui est composé d'au moins 3 (trois) Administrateurs et par les différentes Commissions comptant chacune un maximum de 5 (cinq) membres. Le Conseil d'Administration est donc constitué du Président, du Vice-président, du Secrétaire, du Trésorier, des autres Administrateurs élus par l'Assemblée Générale et d'un représentant de chaque Commission. Lors de l'Assemblée Générale, chaque association membre en règle de cotisation depuis au moins un an peut proposer un ou plusieurs candidats à ces différents postes. Au maximum la moitié des Administrateurs peut provenir de candidatures posées par la même association membre. Chaque Commission désigne deux de ses membres pour la représenter au Conseil d'Administration. Ces représentants disposent du droit de vote au Conseil d'Administration.

Le Président de l'Association, le Vice-président, le Secrétaire, le Trésorier et les membres sont élus par l'Assemblée Générale à la majorité simple des voix présentes, font partie du Conseil d'Administration et sont chargés de la gestion journalière de l'Association. Chacun de ces Administrateurs est nommé à titre personnel. La durée du mandat d'Administrateur est de 2 (deux) ans. Les membres du Conseil d'Administration démissionnaires automatiquement lors des deux premières Assemblées Générales ordinaires, seront désignés par tirage au sort. Le Président, le Vice-président et le Secrétaire ne peuvent pas être automatiquement démissionnaires la même année. Tout Administrateur démissionnaire est rééligible. En cas de démission d'un Administrateur avant le terme de son mandat, son remplaçant sera élu lors de la prochaine Assemblée Générale. Le Conseil d'Administration a le droit de coopter un nouveau membre sans droit de vote au Conseil d'Administration avant la prochaine Assemblée Générale qui devra, soit ratifier cette cooptation, soit élire un nouveau membre. L'Administrateur ainsi coopté ou élu terminera le mandat, d'initialement 2 ans, de son prédécesseur,

Art. 14. Tout membre du Conseil d'Administration ne dispose que d'un seul droit de vote lors des réunions. Le Conseil d'Administration ne peut délibérer ni statuer valablement que si la moitié de ses membres au moins est présente. Chaque décision est prise à la majorité simple des voix. En absence du Président, le Vice-président puis l'Administrateur faisant office depuis le plus longtemps préside l'assemblée du Conseil d'Administration. En cas de partage, la voix de celui qui préside est prépondérante.

Art. 15. Afin de garantir un bon fonctionnement, l'Association pourra se doter de Commissions. Chaque Commission assiste le Conseil d'Administration et assure la gestion courante des affaires qui lui sont attribuées. En outre de désigner un de ses membres pour la représenter au Conseil d'Administration, chaque Commission nommera un Président et un Secrétaire. La fonction de représentant au Conseil d'Administration est cumulable avec celle de Président ou Secrétaire de la Commission.

Art. 16. Chaque membre d'une Commission est nommé à titre personnel. La durée du mandat de membre d'une Commission est de 3 (trois) ans. Tout membre d'une Commission démissionnaire est rééligible. Au maximum la moitié des membres d'une Commission peut provenir de candidatures posées par la même association membre.

Chapitre VI. - Comptes et Budget

Art. 17. Les comptes sont arrêtés chaque année à la date du 31 décembre pour l'exercice écoulé et sont soumis par le Conseil d'Administration à l'approbation de l'Assemblée Générale. L'Assemblée Générale élit chaque année à la majorité simple des voix présentes deux commissaires aux comptes qui procéderont à la vérification des comptes de l'a.s.b.l. conformément à la loi. Aucun commissaire aux comptes ne restera en fonction plus que deux années consécutives et ne peut être membre du Conseil d'Administration.

Art. 18. Le budget de l'Association est alimenté par les cotisations des membres, dons et legs en sa faveur ainsi que par le produit financier des différentes manifestations organisées par l'Association.

Une cotisation annuelle est fixée par l'Assemblée Générale qui sera la même pour les différentes associations. Ce montant ne pourra en aucun cas dépasser le montant de EUR 500,- par association membre.

L'Assemblée Générale peut également fixer une cotisation minimale. Toute cotisation impayée après un rappel et un mois après la fin de l'exercice social entraînera l'exclusion du sein de l'Association.

Chapitre VII. - Dissolution et Liquidation

Art. 19. Lors de la dissolution de l'Association, ses avoirs seront répartis, après déduction de tous les frais, aux associations affiliées, qui au moment de la dissolution font encore partie de l'Association. Une association qui aura quitté l'Association ou en aura été exclue ne pourra en aucun cas prétendre

à l'avoir de l'Association. Aucun remboursement, même partiel, ne sera effectué.

Chapitre VIII. - Divers

Art. 20. Pour tout ce qui n'est pas prévu aux présents statuts, il est renvoyé à la loi du 21 avril 1928 sur les associations sans but lucratif.

Art. 21. Sont membres de l'Association à la date de l'Assemblée Générale apportant la modification présente aux Statuts les associations mentionnées ci-dessous:

Fait à Luxembourg le 16 avril 2014.

Lët'z Grill A.s.b.l. / Spider Pigs Lët'zbuerg A.s.b.l. / Grill Junkies A.s.b.l. / Nondikassl A.s.b.l. / D'Liewen ass keen Kichelchen A.s.b.l.

Ben Péporté / Dan Fischer / Franck Baden / Roman Bartsch / Ben Millmeister

Référence de publication: 2014093309/133.

(140111594) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juillet 2014.

SPRT S.A., Société Anonyme.

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

R.C.S. Luxembourg B 141.901.

Les comptes annuels au 31 décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2014086548/10.

(140102519) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2014.

S.L.D.J. S.A., Société Anonyme.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.

R.C.S. Luxembourg B 147.005.

La Société a été constituée suivant acte notarié, publié au Mémorial C, Recueil des Sociétés et Associations n° 1458 du 28 juillet 2009.

Les comptes annuels audités au 31 décembre 2013, ainsi que les informations et documents annexes ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 19 juin 2014.

Signature

Un Mandataire

Référence de publication: 2014086467/15.

(140102535) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2014.

Rural Impulse Fund II S.A., SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.
R.C.S. Luxembourg B 153.394.

L'assemblée générale ordinaire des actionnaires a décidé en date du 9 mai 2014 de renouveler le mandat de Deloitte Audit en tant que réviseur d'entreprises jusqu'à la fin de la prochaine assemblée générale ordinaire des actionnaires qui se tiendra en 2015.

Par ailleurs, il est noté que l'adresse de Innpact S.à.r.l. ainsi que celle de son représentant, M. Patrick Goodman, est modifiée comme suit: 5, rue Jean Bertels, L-1230 Luxembourg.

CREDIT SUISSE FUND SERVICES (LUXEMBOURG) S.A.

Référence de publication: 2014088028/14.

(140103880) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Secapital S.à.r.l., Société à responsabilité limitée de titrisation.

Siège social: L-1911 Luxembourg, 9, rue du Laboratoire.
R.C.S. Luxembourg B 108.305.

In the year two thousand and fourteen, on the eighteenth day of June.

Before Maître Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned;

There appeared:

- 1) KRUK S.A., a joint stock company, with registered office in Ul. Legnicka 56, 54-204 Wroclaw, Poland,
- 2) InvestCapital Malta Ltd, a limited liability company, with registered office at 36, Archbishop Street, Valletta VLT1447, Malta,

both duly represented by Mr Philippe PONSARD, ingénieur commercial, with professional address at 2, avenue Charles de Gaulle, L-1653 Luxembourg,

by virtue of two proxies given under private seal which after having been signed "ne varietur" by the appearing proxyholder and the undersigned notary, will remain annexed to the present deed for the purpose of registration,

acting as members of SECAPITAL S.à.r.l. (the "Company"), a société à responsabilité limitée de titrisation, with registered office at 9, rue du Laboratoire, L-1911 Luxembourg, registered with the Luxembourg Trade and Companies Register at section B under number 108305, incorporated on 17 May 2005 pursuant to a deed drawn up by Maître Joseph EL-VINGER, notary residing in Luxembourg, published in the "Mémorial C, Recueil des Sociétés et Associations.. number 1045 of 15 October 2005.

The Articles of Incorporation of the Company have been amended for the last time on 5 June 2014 pursuant to a deed drawn up by the undersigned notary, not yet published in the "Mémorial C, Recueil des Sociétés et Associations".

The members, represented as above stated, request the undersigned notary to document the following:

First resolution

The members resolve to increase the Company's corporate capital by an amount of PLN 236,391,000 (two hundred thirty-six million three hundred ninety-one thousand Polish zloty) in order to raise it from PLN 642,708,000 (six hundred forty-two million seven hundred eight thousand Polish zloty) to PLN 879,099,000 (eight hundred seventy-nine million ninety-nine thousand Polish zloty) by the creation and issue of 236,391 (two hundred thirty-six thousand three hundred ninety-one) new Class G corporate units with a nominal value of PLN 1,000 (one thousand Polish zloty) each, to be issued at par, against cash, and benefiting of the same rights and advantages as the presently issued Class G corporate units, and to allocate the new Class G corporate units to Compartment G.

The members also resolve to increase the legal reserve related to Compartment G by an amount of PLN 23,639,100 (twenty-three million six hundred thirty-nine thousand one hundred Polish zloty) to raise it from PLN 900 (nine hundred Polish zloty) to PLN 23,640,000 (twenty-three million six hundred forty thousand Polish zloty).

Subscription - Payment

The minority members having renounced to the subscription of the Class G corporate units to be issued, thereupon appears KRUK S.A., pre-designated, represented as above stated, who declares to subscribe to the 236,391 (two hundred thirty-six thousand three hundred ninety-one) newly issued Class G corporate units with a nominal value of PLN 1,000 (one thousand Polish zloty) each and to fully pay them up together with the amount of the legal reserve's increase, by a contribution in cash, so that the total amount of PLN 260,030,100 (two hundred sixty million thirty thousand one hundred Polish zloty) is as of today at the free disposal of the Company, evidence thereof having been submitted to the undersigned notary.

Second resolution

The members resolve to amend article five (5) of the Company's Articles of Incorporation, which henceforth will read as follows:

"The corporate capital of the company is fixed at PLN 879,099,000 (eight hundred seventy-nine million ninety-nine thousand Polish zloty) divided into 239,016 (two hundred thirty-nine thousand sixteen) Class A corporate units, 50,378 (fifty thousand three hundred seventy-eight) Class B corporate units, 14,576 (fourteen thousand five hundred seventy-six) Class C corporate units, 24,385 (twenty-four thousand three hundred eighty-five) Class D corporate units, 175,072 (one hundred seventy-five thousand seventy-two) Class E corporate units, 139,272 (one hundred thirty-nine thousand two hundred seventy-two) Class F corporate units and 236,400 (two hundred thirty-six thousand four hundred) Class G corporate units with a nominal value of PLN 1,000 (one thousand Polish zloty) each, which have the same rights in all respects."

Expenses

The expenses, costs, fees and charges of any kind whatsoever, which shall be borne by the Company as a result of this deed, are estimated at approximately six thousand five hundred Euros (EUR 6,500.-).

Declaration

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

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

The document having been read to the proxyholder of the appearing parties, known to the notary by his surname, first name, civil status and residence, he signed together with the notary the present original deed.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le dix-huit juin.

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

Ont comparu:

1) KRUK S.A., société anonyme, ayant son siège social à Ul. Legnicka 56, 54-204 Wroclaw, Pologne,

2) InvestCapital Malta Ltd, société à responsabilité limitée, ayant son siège social au 36, Archbishop Street, Valletta VLT1447, Malte,

toutes deux ici représentées par Monsieur Philippe PONSARD, ingénieur commercial, demeurant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg,

spécialement mandaté à cet effet par deux procurations données sous seing privé lesquelles, signées «ne varietur» par le mandataire des parties comparantes et le notaire instrumentant, resteront annexées aux présentes avec lesquelles elles seront soumises à la formalité de l'enregistrement,

agissant en leur qualité d'associées de SECAPITAL S.à.r.l. (la «Société»), une société à responsabilité limitée de titrisation, ayant son siège social au 9, rue du Laboratoire, L-1911 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg, à la section B, sous le numéro 108305, constituée en date du 17 mai 2005 suivant un acte reçu par Maître Joseph ELVINGER, notaire de résidence à Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1045 du 15 octobre 2005.

Les statuts de la Société ont été modifiés en dernier lieu en date du 5 juin 2014 suivant acte reçu par le notaire instrumentant, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

Les associées, représentées comme stipulé ci-dessus, requièrent le notaire instrumentant d'acter ce qui suit:

Première résolution

Les associées décident d'augmenter le capital social de la Société à concurrence d'un montant de PLN 236.391.000 (deux cent trente-six millions trois cent quatre-vingt-onze mille zloty polonais) afin de le porter de son montant actuel de PLN 642.708.000 (six cent quarante-deux millions sept cent huit mille zloty polonais) à PLN 879.099.000 (huit cent soixante-dix-neuf millions quatre-vingt-dix-neuf mille zloty polonais), par la création et l'émission de 236.391 (deux cent trente-six mille trois cent quatre-vingt-onze) nouvelles parts sociales de catégorie G d'une valeur nominale de PLN 1.000 (mille zloty polonais) chacune, émises au pair, libérées en numéraire et bénéficiant des mêmes droits et avantages que les parts sociales de catégorie G déjà existantes, et d'allouer les nouvelles parts sociales de catégorie G au Compartiment G.

Les associées décident également d'augmenter la réserve légale relative au Compartiment G à concurrence d'un montant de PLN 23.639.100 (vingt-trois millions six cent trente-neuf mille cent zloty polonais) afin de la porter de son montant actuel de PLN 900 (neuf cents zloty polonais) à PLN 23.640.000 (vingt-trois millions six cent quarante mille zloty polonais).

Souscription - Libération

L'associé minoritaire ayant renoncé à la souscription des parts sociales de catégorie G qui seront émises, a ensuite comparu KRUK S.A., prédésignée, représentée comme stipulé ci-dessus, qui a déclaré souscrire aux 236.391 (deux cent trente-six mille trois cent quatre-vingt-onze) nouvelles parts sociales de catégorie G d'une valeur nominale de PLN 1.000 (mille zloty polonais) chacune et les libérer intégralement, ensemble avec le montant de l'augmentation de la réserve légale, le tout moyennant versement en numéraire, de sorte que le montant total de PLN 260.030.100 (deux cent soixante millions trente mille cent zloty polonais) se trouve dès à présent à la libre disposition de la Société, la preuve en ayant été apportée au notaire soussigné.

Deuxième résolution

Les associées décident de modifier l'article cinq (5) des statuts de la Société qui aura dorénavant la teneur suivante:

«Le capital social est fixé à PLN 879.099.000 (huit cent soixante-dix-neuf millions quatre-vingt-dix-neuf mille zloty polonais) représenté par 239.016 (deux cent trente-neuf mille seize) parts sociales de catégorie A, 50.378 (cinquante mille trois cent soixante-dix-huit) parts sociales de catégorie B, 14.576 (quatorze mille cinq cent soixante-seize) parts sociales de catégorie C, 24.385 (vingt-quatre mille trois cent quatre-vingt-cinq) parts sociales de catégorie D, 175.072 (cent soixante-quinze mille soixante-douze) parts sociales de catégorie E, 139.272 (cent trente-neuf mille deux cent soixante-douze) parts sociales de catégorie F et 236.400 (deux cent trente-six mille quatre cents) parts sociales de catégorie G d'une valeur nominale de PLN 1.000 (mille zloty polonais) chacune et qui ouvrent les mêmes droits à tous égards.»

Frais

Les frais, dépenses, honoraires et charges de toute nature, payables par la Société en raison du présent acte, sont évalués approximativement à six mille cinq cents euros (EUR 6.500,-).

Déclaration

Le notaire instrumentant, qui connaît la langue anglaise, déclare par la présente qu'à la demande des parties comparantes, le présent acte est rédigé en langue anglaise, le texte étant suivi d'une version française, et qu'à la demande des mêmes parties comparantes, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

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

Et après lecture faite et interprétation donnée au mandataire des parties comparantes, connu du notaire instrumentant par ses nom, prénom usuel, état et demeure, il a signé avec le notaire le présent acte.

Signé: P. PONSARD, C. WERSANDT

Enregistré à Luxembourg A.C., le 24 juin 2014. LAC/2014/28970. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME délivrée;

Luxembourg, le 1^{er} juillet 2014.

Référence de publication: 2014093182/130.

(140110449) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juillet 2014.

Desmag S.A., Société Anonyme.

Siège social: L-2420 Luxembourg, 11, avenue Emile Reuter.

R.C.S. Luxembourg B 36.625.

Extrait du Procès-verbal de la Réunion du Conseil d'Administration tenue le 19 mai 2014

Résolution unique:

Le Conseil d'Administration accepte la démission de Monsieur Franck LEMERY avec effet au 19 mai 2014 et décide de coopter Monsieur David BEUGIN, né le 16/09/1974 à Bordeaux, résidant à 1, la Maurinière, 26120 Montmeyran, aux fonctions d'Administrateur.

Le Conseil d'Administration acte que Monsieur David BEUGIN terminera le mandat de l'administrateur démissionnaire. Son mandat viendra à échéance lors de l'Assemblée Générale Statutaire de l'année 2017. La cooptation de Monsieur David BEUGIN sera ratifiée à la prochaine assemblée générale.

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

DESMAG S.A.

Société Anonyme

Référence de publication: 2014087618/18.

(140104123) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

TNS Luxembourg Alpha S.à.r.l., Société à responsabilité limitée.**Capital social: GBP 24.287,41.**

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

R.C.S. Luxembourg B 76.275.

In the year two thousand and fourteen, on the sixteenth day of June.

Before Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg.

Was held

an extraordinary general meeting (the Meeting) of the shareholders of TNS Luxembourg Alpha S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) with registered office at 124, Boulevard de la Pétrusse, L-2330, Luxembourg, Grand Duchy of Luxembourg, with a share capital of EUR 60,718,525 (sixty million seven hundred eighteen thousand five hundred and twentyfive Euro) and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under the number B 76275 (the Company). The Company was incorporated on 18 May 2000 pursuant to a deed of Maître Joseph Elvinger, notary residing in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations - N° 741 of 10 October 2000. The articles of association of the Company (the Articles) have been amended several times and for the last time on 27 November 2012 pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations - N° 114 of 17 January 2013.

There appeared,

1. WPP Luxembourg Europe S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) with registered office at 124, Boulevard de la Pétrusse, L-2330, Luxembourg, Grand Duchy of Luxembourg, with a share capital of EUR 2,497,818,275 (two billion four hundred ninety-seven million eight hundred eighteen thousand two hundred and seventy-five Euros) and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under the number B 85550;

2. WPP Luxembourg Europe Two S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) with registered office at 124, Boulevard de la Pétrusse, L-2330, Luxembourg, Grand Duchy of Luxembourg, with a share capital of EUR 124,854,075 (one hundred twenty-four million eight hundred fifty-four thousand and seventy-five Euros) and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under the number B 160777; and

3. WPP Luxembourg Holdings Eight S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) with registered office at 124, Boulevard de la Pétrusse, L-2330, Luxembourg, Grand Duchy of Luxembourg, with a share capital of USD 144,425 (one hundred and forty-four thousand four hundred and twenty-five United States Dollars) and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under the number B 112018.

(the shareholders listed under items (1) - (3) are hereafter referred to as the Shareholders).

The Shareholders are hereby represented by Victoria Woestmann, lawyer, residing in Luxembourg, by virtue of proxies, given under private seal.

The proxies, after having been signed *ne varietur* by the proxyholder and the undersigned notary, shall remain attached to the present deed to be filed at the same time with the registration authorities.

The Shareholders, represented as stated here above, request the undersigned notary to record that:

I. all of the 2,428,741 (two million four hundred twenty-eight thousand seven hundred and forty-one) shares, having a par value of EUR 25 (twenty-five Euro) and representing the entirety of the share capital of the Company of EUR 60,718,525 (sixty million seven hundred eighteen thousand five hundred and twenty-five Euro) are duly represented at the Meeting, which is consequently regularly constituted and may deliberate upon the items of the agenda, here below reproduced;

II. the agenda of the Meeting is worded as follows:

1. Waiver of the convening notice;

2. Conversion of the currency of the share capital of the Company from Euro (EUR) into Pounds Sterling (GBP) based on EUR/GBP exchange rate of 1.2429 and divided into 2,428,741 (two million four hundred twenty-eight thousand seven hundred and forty-one) shares with a nominal value of GBP 20.11 (twenty Pounds Sterling and eleven pence) each (the Existing Shares);

3. Decrease of the Company's share capital by an amount of GBP 48,817,694.10 (forty-eight million eight hundred seventeen thousand six hundred ninety-four Pound Sterling and ten pence) to bring the share capital from its current amount of GBP 48,841,981.51 (forty-eight million eight hundred and forty-one thousand nine hundred eighty-one Pound Sterling and fifty-one pence) to a new amount of GBP 24,287.41 (twenty-four thousand two hundred eighty-seven Pound Sterling and forty-one pence) and to reduce the nominal value of each share from GBP 20.11 (twenty Pound Sterling and eleven pence) to GBP 0.01 (one pence);

4. Decision to reduce the Company's legal reserve to an amount of GBP 2,429 (two thousand four hundred and twenty-nine Pound Sterling);

5. Subsequent amendment of article 6 of the Articles in order to reflect the amendments to the share capital of the Company resolved under the resolutions 2. and 3. above;

6. Amendment to the share register of the Company in order to reflect the above changes with power and authority to any manager of the Company, to proceed, under his/her sole signature, on behalf of the Company to the registration of the newly issued shares in the share register of the Company; and

7. Miscellaneous.

III. the Shareholders take the following resolutions:

First resolution

The entirety of the share capital of the Company being duly and validly represented at the present Meeting, the Meeting hereby expressly waives any requirements in respect of convening the Shareholders of the Company represented at the Meeting, considering themselves as duly convened and declaring having perfect knowledge of the agenda of the Meeting which has been communicated to them in advance.

Second resolution

The Meeting resolves to convert the currency of the share capital of the Company from its current denomination in Euro (EUR) to Pounds Sterling (GBP), and as a consequence, to convert the share capital of the Company of EUR 60,718,525 (sixty million seven hundred eighteen thousand five hundred and twenty-five Euro) to GBP 48,841,981.51 (forty-eight million eight hundred and forty-one thousand nine hundred eighty-one Pound Sterling and fifty-one pence), with effect as of the date of this Meeting.

The Meeting acknowledges that, as a consequence of such currency conversion, the share capital of the Company is now set at GBP 48,841,981.51 (forty-eight million eight hundred and forty-one thousand nine hundred eighty-one Pound Sterling and fifty-one pence) represented by 2,428,741 (two million four hundred twenty-eight thousand seven hundred and forty-one) shares with a nominal value of GBP 20.11 (twenty Pounds Sterling and eleven pence) each.

As a consequence of the adoption of the present resolution, the Meeting resolves that article 6 of the Articles shall be amended and shall read as set forth in the fifth resolution below (as further amended in the following resolutions).

Third resolution

The Meeting resolves to decrease the Company's share capital by an amount of GBP 48,817,694.10 (forty-eight million eight hundred seventeen thousand six hundred ninety-four Pound Sterling and ten pence)) (the Reduced Capital Amount) to bring the share capital from its current amount of GBP 48,841,981.51 (forty-eight million eight hundred and forty-one thousand nine hundred eighty-one Pound Sterling and fifty-one pence) to a new amount of GBP 24,287.41 (twenty-four thousand two hundred eighty-seven Pound Sterling and forty-one pence) and to reduce the nominal value of each share from GBP 20.11 to GBP 0.01.

The Reduced Capital Amount shall be entirely allocated to the "other reserves" account.

Fourth resolution

The Meeting resolves, in light of the above share capital reduction, to reduce the Company's legal reserve by an amount of GBP 202,758.88 (two hundred two thousand seven hundred and fifty-eight Pound Sterling and eighty-eight pence) (the Reduced Legal Reserve Amount) so as to set it to an amount equivalent to ten percent (10%) of the new Company's share capital, i.e. GBP 2,429 (two thousand four hundred and twenty-nine Pound Sterling), and to allocate the Reduced Legal Reserve Amount to the "other reserves" account.

Fifth resolution

The Meeting resolves to amend article 6 of the Articles in order to reflect the above resolutions 2 and 3, so that it reads henceforth as follows:

" **Art. 6.** The Company's share capital is set at GBP 24,287.41 (twenty-four thousand two hundred eighty-seven Pound Sterling and forty-one pence) represented by 2,428,741 (two million four hundred twenty-eight thousand seven hundred and fortyone) shares with a nominal value of GBP 0.01 (one pence) each."

Sixth resolution

The Meeting resolves to amend the share register of the Company in order to reflect the above changes and hereby empowers and authorizes any manager of the Company and any lawyer or employee of Allen & Overy, société en commandite simple, to proceed on behalf of the Company to the registration of the decrease of the share capital referred to in the above resolution 4 in the share register of the Company and to see to any formalities in connection therewith (including for the avoidance of any doubts the filing and publication of documents with relevant Luxembourg authorities).

Estimate of costs

The amount of expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed is estimated to be approximately EUR 2,300.-

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

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

The document having been read to the proxyholder of the appearing parties the said proxyholder signed together with us, the notary, the present deed.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le seize juin.

Pardevant Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

S'est tenue

une assemblée générale extraordinaire (l'Assemblée) des associés de TNS Luxembourg Alpha S.à r.l., une société à responsabilité limitée de droit luxembourgeois ayant son siège social à 124, Boulevard de la Pétrusse, L-2330 Luxembourg, Grand-Duché de Luxembourg, ayant un capital social de EUR 60.718.525 (soixante millions sept cent dix-huit mille cinq cent vingt-cinq Euros) et immatriculée auprès du Registre de Commerce et des Sociétés de et à Luxembourg sous le numéro B 76275 (la Société). La Société a été constituée le 18 mai 2000 par un acte de Maître Joseph Elvinger, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial, Recueil des Sociétés et Associations C - N° 741 du 10 octobre 2000. Les statuts de la Société (les Statuts) ont été modifiés plusieurs fois, et pour la dernière fois le 27 novembre 2012 en vertu d'un acte de Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial, Recueil des Sociétés et Associations C - N° 114 du 17 janvier 2013.

Ont comparu:

1. WPP Luxembourg Europe S.à r.l., une société à responsabilité limitée régie par le droit du Grand-Duché de Luxembourg, ayant son siège social au 124, Boulevard de la Pétrusse, L-2330 Luxembourg, Grand-Duché de Luxembourg, avec un capital social de EUR 2.497.818.275 (deux milliards quatre cent quatre-vingt-dix-neuf millions huit cent dix-huit mille deux cent soixante-quinze euros) et immatriculée auprès du Registre de Commerce et des Sociétés de et à Luxembourg sous le numéro B 85550;

2. WPP Luxembourg Europe Two S.à r.l., une société à responsabilité limitée régie par le droit du Grand-Duché de Luxembourg, ayant son siège social au 124, Boulevard de la Pétrusse, L-2330, Luxembourg, Grand-Duché de Luxembourg, avec un capital social de EUR 124.854.075 (cent vingt-quatre millions huit cent cinquante-quatre mille soixante-quinze Euros) et immatriculée auprès du Registre de Commerce et des Sociétés de et à Luxembourg sous le numéro B 160777; et

3. WPP Luxembourg Holdings Eight S.à r.l., une société à responsabilité limitée régie par le droit du Grand-Duché de Luxembourg, ayant son siège social au 124, Boulevard de la Pétrusse, L-2330 Luxembourg, Grand-Duché de Luxembourg, avec un capital social de USD 144.425 (cent quarante-quatre mille quatre cent vingt-cinq Dollars) et immatriculée auprès du Registre de Commerce et des Sociétés de et à Luxembourg sous le numéro B 112018.

(les personnes nommées sous points (1) à (3) sont collectivement désignées comme les Associés).

Les Associés sont représentés par Victoria Woestmann, avocat, résidant professionnellement à Luxembourg, en vertu de procurations accordées sous seing privé.

Les procurations, après avoir été signées ne varietur par le mandataire et le notaire instrumentaire resteront annexées au présent acte pour être enregistrées en même temps auprès des autorités compétentes.

Les Associés, tels que représentés ci-dessus, demandent au notaire instrumentaire d'acter que:

I. la totalité des 2.428.741 (deux millions quatre cent vingt-huit mille sept cent quarante-et-une) parts sociales, ayant une valeur nominale de EUR 25 (vingt-cinq Euros) et représentant la totalité du capital social de la Société d'un montant de EUR 60.718.525 (soixante millions sept cent dix-huit mille cinq cent vingt-cinq Euros) sont dûment représentées à l'Assemblée, qui se trouve dès lors dûment constituée et peut délibérer sur les points de l'ordre du jour reproduits ci-dessous;

II. l'ordre du jour de l'Assemblée est reproduit ci-dessous:

1. Renonciation aux formalités de convocation;

2. Conversion de la devise du capital social de la Société libellée en euros (EUR) en livres sterling (GBP) sur la base du taux de conversion EUR/GBP de 1,2429 et divisé en 2.428.741 (deux millions quatre cent vingt-huit mille sept cent quarante-et-une) parts sociales, ayant une valeur nominale de GBP 20,11 (vingt livres sterling et un pence) (les Parts Sociales Existantes);

3. Réduction du capital social de la Société d'un montant de GBP 48.817.694,10 (quarante-huit millions huit cent dix-sept mille six cent quatre-vingt-quatorze livres sterling et dix pence) afin de réduire le capital social de son montant actuel de GBP 48.841.981,51 (quarante-huit millions huit cent quarante-et-un mille neuf cent quatre-vingt-et-un livres sterling et cinquante-et-un pence) à un nouveau montant de GBP 24.287,41 (vingt-quatre mille deux cent quatre-vingt-sept livres sterling et quarante-et-un pence) et de réduire la valeur nominale de chaque part sociale de GBP 20,11 (vingt livres sterling et onze pence) à GBP 0,01 (un pence);

4. Décision de réduire la réserve légale de la Société à un montant de GBP 2.429 (deux mille quatre cent vingt-neuf livres sterling);

5. Modification subséquente de l'article 6 des Statuts de façon à y refléter les modifications apportées au capital social de la Société décidées aux résolutions 2. et 3. ci-dessus;

6. Modification du registre de parts sociales de la Société afin de refléter les modifications susmentionnées et pouvoir et autorité accordés à tout gérant de la Société de procéder sous sa seule signature et pour le compte de la Société à l'inscription des parts sociales nouvellement émises de la Société dans le registre de parts sociales de la Société; et

7. Divers.

III. les Associés prennent les résolutions suivantes:

Première résolution

L'intégralité du capital social de la Société étant valablement et dûment représentée à la présente Assemblée, l'Assemblée renonce aux formalités de convocation, les Associés représentés à l'Assemblée se considèrent comme dûment convoqués et déclarent avoir une parfaite connaissance de l'ordre du jour qui leur a été rendu accessible avant l'Assemblée.

Deuxième résolution

L'Assemblée décide de convertir la devise du capital social de la Société de sa dénomination courante en euros (EUR) en livres sterling (GBP) avec comme conséquence la conversion du capital social de la Société d'un montant de EUR 60.718.525 (soixante millions sept cent dix-huit mille cinq cent vingt-cinq euros) en GBP 48.841.981,51 (quarante-huit millions huit cent quarante-et-un mille neuf cent quatre-vingt-et-un livres sterling et cinquante-et-un pence) avec effet à la date de la présente Assemblée.

L'Assemblée prend acte que en conséquence du changement de devise, le capital social de la Société s'élève désormais à un montant de GBP 48.841.981,51 (quarante-huit millions huit cent quarante-et-un mille neuf cent quatre-vingt-et-un livres sterling et cinquante-et-un pence) représenté par 2.428.741 (deux millions quatre cent vingt-huit mille sept cent quarante-et-une) parts sociales, ayant chacune une valeur nominale de GBP 20,11 (vingt livres sterling et onze pence).

Il résulte de l'adoption de la présente résolution, que l'Assemblée décide que l'article 6 des Statuts sera modifié et aura la teneur qui apparaît dans la cinquième résolution ci-dessous (tel que modifié dans les résolutions suivantes).

Troisième résolution

L'Assemblée décide de réduire le capital social de la Société d'un montant de GBP 48.817.694,10 (quarante-huit millions huit cent dix-sept mille six cent quatre-vingt-quatorze livres sterling et dix pence) (le Montant Réduit du Capital) afin de réduire le capital social de son montant actuel de GBP 48.841.981,51 (quarante-huit millions huit cent quarante-et-un mille neuf cent quatre-vingt-et-un livres sterling et cinquante-et-un pence) à un nouveau montant de GBP 24.287,41 (vingt-quatre mille deux cent quatre-vingt-sept livres sterling et quarante-et-un pence) et de réduire la valeur nominale de chaque part sociale de GBP 20,11 (vingt livres sterling et onze pence) à GBP 0,01 (un pence).

Le Montant Réduit du Capital sera entièrement alloué au compte «autres réserves».

Quatrième résolution

L'Assemblée décide, en vue de la réduction du capital décidée ci-dessus, de réduire la réserve légale de la Société d'un montant de GBP 202.758,88 (deux cent deux mille sept cent cinquante-huit livres sterling et quatre-vingt-huit pence) (le Montant Réduit de Réserve Légale) afin qu'elle soit équivalente à dix pour cent (10%) du montant du nouveau capital social de la Société, ex. GBP 2.429 (deux mille quatre cent vingt-neuf livres sterling), et d'allouer le Montant Réduit de Réserve Légale au compte «autres réserves».

Cinquième résolution

L'Assemblée décide de modifier l'article 6 des Statuts de façon à y refléter les deuxième et troisième résolutions ci-dessus, de façon à lui donner la teneur suivante:

« **Art. 6.** Le capital social est fixé à la somme de GBP 24.287,41 (vingt-quatre mille deux cent quatre-vingt-sept livres sterling et quarante-et-un pence) représenté par 2.428.741 (deux millions quatre cent vingt-huit mille sept cent quarante-et-une) parts sociales, ayant chacune une valeur nominale de GBP 0,01 (un pence).»

Sixième résolution

L'Assemblée décide de modifier le registre des parts sociales de la Société afin d'y refléter les changements repris ci-dessus et par la présente donne pouvoir et autorité à tout gérant de la Société et à tout avocat ou employé d'Allen &

Overy, société en commandite simple, de procéder pour le compte de la Société à l'inscription de la réduction de capital reprise dans la quatrième résolution ci-dessus dans le registre de parts sociales de la Société et de pourvoir à toutes les formalités qui en découlent (incluant, afin de lever tout doute, l'enregistrement et la publication de documents auprès des autorités Luxembourgeoises compétentes).

Estimation des coûts

Les dépenses, frais, rémunérations et charges sous quelque forme que ce soit, qui seront supportés par la Société ou pour lesquels elle est responsable, en conséquence du présent acte, sont estimés approximativement à EUR 2.300.-

Le notaire soussigné qui comprend et parle l'anglais déclare qu'à la requête de la partie comparante, le présent acte a été établi en anglais, suivi d'une version française. A la requête de cette même partie comparante, et en cas de divergences entre les versions anglaise et française, la version anglaise fera foi.

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

Et après lecture faite au mandataire des parties comparantes, ledit mandataire a signé ensemble avec le notaire, l'original du présent acte.

Signé: V. WOESTMANN et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 19 juin 2014. Relation: LAC/2014/28492. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 1^{er} juillet 2014.

Référence de publication: 2014093231/239.

(140110654) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juillet 2014.

SOF-VII European Holdings I, S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 106.773.

In the year two thousand and fourteen, on the seventeenth of June.

Before Us, Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg,

was held

an extraordinary general meeting of the partners of SOF-VII European Holdings I, S.à r.l.

THERE APPEARED:

Starwood International Opportunity Fund VII-E, LP a limited partnership governed by the laws of United Kingdom, with registered office at 52 Conduit Street, GB-W1S 2YX London, registered under number LP 10269, here represented by Mr Thierry Drinka, with professional address at 3, rue Mozart, L-2166 Luxembourg, by virtue of a proxy given under private seal.

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

Starwood Global Opportunity Fund VII-B, LP a limited partnership governed by the laws of Delaware, with registered office at 1209 Orange Street, 19801 Wilmington, Delaware, USA, registered under number 3909298, here represented by Mr Thierry Drinka, with professional address at 3, rue Mozart, L-2166 Luxembourg, by virtue of a proxy given under private seal.

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

SOF-VII European I UK, LP a limited partnership governed by the laws of United Kingdom, with registered office at 38 Jermyn Street Prince House, GB-SW1Y 6DN London, registered under number LP 10306, here represented by Mr Thierry Drinka, with professional address at 3, rue Mozart, L-2166 Luxembourg, by virtue of a proxy given under private seal.

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

Such appearing party, in the capacity in which it acts, has requested the notary to enact the following declarations and statements:

I - that the company SOF-VII European Holdings I, S.à r.l. (the Company), having its registered office in L-1882 Luxembourg, 5, rue Guillaume Kroll, registered at the Chamber of Commerce under number B 106 773, has been incorporated pursuant to a deed dated 11th March 2005, executed before Maître Joseph Elvinger, notary residing in

Luxembourg, published in the Mémorial Recueil des Sociétés et Associations number 720 on 20th July 2005. The articles of association have not been amended since;

II - that the share capital of the Company is fixed at EUR 12.500,-represented by five hundred (500) shares with a par value of twenty-five euro (25,- EUR) each, fully paid.

III - that the partners represented and the number of their shares held by each of them are shown on an attendance list, signed by, the scrutineer and the undersigned notary. The said list as well as the proxies will be registered with this minute.

IV - as appears from the attendance list, 500 shares out of 500 shares, representing 100% of the capital of the company (with an amount of EUR 12,500) are duly represented so that the Meeting can validly decide on all the items of the agenda.

V - that the agenda of the present extraordinary general meeting is as follows:

Agenda

1. Dissolution of the Company and decision to voluntarily put the Company into liquidation;
2. Appointment of Silver Star Services LLC as liquidator of the Company (the "Liquidator");
3. Determination of the powers of the Liquidator and the liquidation procedure of the Company;
4. Approval of the interim situation at the date of the Extraordinary General Meeting;
5. Discharge of the managers of the Company for the accomplishment of their respective mandates.

After the foregoing was approved by the Meeting, the Meeting unanimously took the following resolutions:

First Resolution:

The Meeting decides to dissolve the Company and to start liquidation proceedings.

Second Resolution:

The Meeting resolves to appoint Silver Star Services LLC, a Limited Liability Company registered under number 5409963 with registered office at Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801, USA and principal place of business at 591 West Putnam Avenue, Greenwich, Connecticut, 06830, USA, as liquidator (the "Liquidator").

Third Resolution:

The Meeting resolves to confer to the Liquidator the powers set forth in articles 144 et seq of the amended Luxembourg law on Commercial Companies dated 10 August 1915 (the "Law").

The Meeting further resolves that the Liquidator shall be entitled to pass all deeds and carry out all operations, including those referred to in article 145 of the Law, without the prior authorization of the general meeting of the shareholders/partners. The Liquidator may, under its sole responsibility, delegate its powers for specific defined operations or tasks, to one or several persons or entities.

The Meeting further resolves to empower and authorize the Liquidator, acting individually under its sole signature on behalf of the Company in liquidation, to execute, deliver and perform under any agreement or document which is required for the liquidation of the Company and the disposal of its assets.

The Meeting further resolves to empower and authorize the Liquidator to make, in its sole discretion, advance payments of the liquidation proceeds to the shareholders/partners of the Company, in accordance with article 148 of the Law.

Fourth Resolution:

The Meeting resolves to approve the financial statements of the Company for the period from January 1, 2014 to June 17, 2014.

Fifth Resolution:

The Meeting decides to grant full and total discharge to the board of managers for the accomplishment of their respective mandates until today.

There being no further business on the Agenda, the Meeting was thereupon adjourned.

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

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

The document having been read to the appearing person, who is known to the notary, by his surnames, name, civil status and residence, the said person appearing signed together with us, the notary, the present original deed.

Suit la traduction française

L'an deux mille quatorze, le dix-sept juin.

Par-devant Nous Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, s'est tenue une assemblée générale extraordinaire des associés de la société SOF-VII European Holdings I, S.à r.l.

ONT COMPARU:

Starwood International Opportunity Fund VII-E, LP une limited partnership établie sous les lois du Royaume-Uni, avec son siège social au 52 Conduit Street, GB-W1S 2YX London, enregistrée sous le numéro LP 10269, ici représentée M Thierry Drinka, avec adresse professionnelle au 3, rue Mozart, L-2166 Luxembourg, en vertu d'une procuration sous seing privé lui délivrée.

Ladite procuration, après avoir été signée ne varietur par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour les formalités de l'enregistrement.

Starwood Global Opportunity Fund VII-B, LP une limited partnership établie sous les lois du Delaware, avec son siège social au 1209 Orange Street, 19801 Wilmington, Delaware, USA, enregistrée sous le numéro 3909298, ici représentée M Thierry Drinka, avec adresse professionnelle au 3, rue Mozart, L-2166 Luxembourg, en vertu d'une procuration sous seing privé lui délivrée.

Ladite procuration, après avoir été signée ne varietur par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour les formalités de l'enregistrement.

SOF-VII European I UK, LP une limited partnership établie sous les lois du Royaume Uni, avec son siège social au 38 Jermyn Street Prince House, GB-SW1Y 6DN London, enregistrée sous le numéro LP 10306, ici représentée M Thierry Drinka, avec adresse professionnelle au 3, rue Mozart, L-2166 Luxembourg, en vertu d'une procuration sous seing privé lui délivrée.

Ladite procuration, après avoir été signée ne varietur par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour les formalités de l'enregistrement.

Laquelle comparante, représentée comme dit ci-avant, a exposé au notaire instrumentant et l'a requis d'acter ce qui suit:

I - que la société SOF-VII European Holdings I S.à r.l. (la Société), ayant son siège social à L-1882 Luxembourg, 5, rue Guillaume Kroll, immatriculée au registre de commerce et des sociétés de Luxembourg section B sous le numéro 106 773, a été constituée sous le régime légal du Grand-Duché de Luxembourg, suivant acte reçu en date du 11 mars 2005 par Maître Joseph Elvinger, notaire de résidence à Luxembourg, inscrit au Mémorial C, Recueil des Sociétés et Associations sous le numéro 720 du 20 juillet 2005. Les statuts n'ont pas été modifiés depuis.

II - que le capital social de la Société s'élève actuellement à douze mille cinq cents euros (EUR 12.500,-) représenté par cinq cents (500) parts sociales d'une valeur nominale de vingt-cinq euros (25,-EUR) chacune, entièrement libérées.

III - que les Associés représentés et le nombre de parts sociales qu'ils détiennent sont renseignés sur une liste de présence, signée par le scrutateur et le notaire soussigné. Ladite liste de présence ainsi que les procurations resteront annexes au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

IV - qu'il apparaît de cette liste de présence que 500 parts des 500 parts sociales de la société, représentant 100% du capital social (d'un montant de EUR 12,500) sont représentées à la présente assemblée générale extraordinaire, de sorte que l'Assemblée peut décider valablement sur tous les points portés à l'ordre du jour.

V - que l'ordre du jour de l'Assemblée est le suivant:

Ordre du jour

1. Dissolution de la Société et décision de mettre volontairement la Société en liquidation;
2. Nomination de Silver Star Services LLC en tant que liquidateur de la Société (le "Liquidateur");
3. Détermination des pouvoirs du Liquidateur et de la procédure de liquidation de la Société;
4. Approbation du bilan et du compte de profits et pertes de la Société à la date de l'assemblée générale extraordinaire;
5. Décharge aux gérants de la Société pour l'accomplissement de leurs mandats respectifs.

Après en avoir délibéré, l'Assemblée a pris à l'unanimité les résolutions suivantes:

Première Résolution:

L'Assemblée décide de dissoudre la Société et de mettre volontairement la Société en liquidation.

Deuxième Résolution:

L'Assemblée décide de nommer Silver Star Services LLC, une société à responsabilité limitée enregistrée sous le numéro 5409963 avec son siège social établi à Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801, USA et son principal établissement au 591 West Putnam Avenue, Greenwich, Connecticut, 06830, USA, en tant que Liquidateur (le "Liquidateur").

Troisième Résolution:

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

L'Assemblée décide en outre que le Liquidateur est autorisé à passer tous actes et à exécuter toutes opérations, en ce compris les actes prévus aux articles 145 de la Loi, sans autorisation préalable d'une assemblée générale des actionnaires/associés. Le Liquidateur pourra déléguer, sous sa propre responsabilité, ses pouvoirs, pour des opérations ou tâches spécialement déterminées, à une ou plusieurs personnes physiques ou morales.

L'Assemblée décide en outre de conférer à et d'autoriser le Liquidateur, agissant individuellement par sa seule signature au nom de la Société en liquidation, à exécuter, délivrer et réaliser tout contrat ou document requis pour la liquidation de la Société et la disposition de ses actifs.

L'Assemblée décide également de conférer à et d'autoriser le Liquidateur, à sa seule discrétion, à verser des avances sur le solde de liquidation aux actionnaires/associés de la Société conformément à l'article 148 de la Loi.

Quatrième Résolution:

Les Associés décident d'approuver le bilan et le compte des profits et pertes de la Société pour la période s'écoulant du 1^{er} janvier 2014 au 17 juin 2014.

Cinquième Résolution:

L'Assemblée décide d'accorder pleine et entière décharge aux gérants pour l'exercice de leur mandat respectif jusqu'à ce jour.

Le notaire soussigné qui connaît la langue anglaise constate que sur demande de la comparante, le présent acte est rédigé en langue anglaise, suivi d'une version française, sur demande de la même comparante et en cas de divergences entre le texte anglais et le texte français, le texte anglais fera foi.

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

Et après lecture faite et interprétation donnée au mandataire de la comparante, connu du notaire instrumentaire par nom, prénom usuel, état et demeure, le mandataire a signé avec le notaire la présente minute.

Signé: T. Drinka et M. Schaeffer.

Enregistré à Luxembourg A.C., le 25 juin 2014. LAC/2014/29226. Reçu douze euros (12.- €)

Le Receveur (signée): Irène Thill.

POUR COPIE CONFORME délivrée à la demande de la prédite société, sur papier libre, aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 1^{er} juillet 2014.

Référence de publication: 2014093196/170.

(140110415) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juillet 2014.

Todolux Sàrl, Société à responsabilité limitée.

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 168.326.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2014086586/10.

(140102109) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2014.

Shelf Service Luxembourg S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 135.655.

Les comptes annuels au 31 décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg. Cette mention de dépôt remplace le dépôt initial au RCSL déposé le 02/06/2014 sous la référence L140090910 Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

AGIF S.A.

Référence de publication: 2014086523/11.

(140102542) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2014.

SER Communications Sarl, Société à responsabilité limitée.

Siège social: L-4221 Esch-sur-Alzette, 66, rue du Luxembourg.
R.C.S. Luxembourg B 172.416.

Les comptes annuels au 31.12.2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2014088070/9.

(140103990) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

S.C.I. Alphard, Société Civile Immobilière.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.
R.C.S. Luxembourg E 242.

Merci de bien vouloir noter le changement d'adresse de Madame Béatrice de VOGUE qui est désormais Rue des Primeveres, 31, 3963 Crans-Montana, SUISSE.

FIDUPAR

Signature

Référence de publication: 2014088065/11.

(140103635) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Travis Investment 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 152.281.

Il convient de noter que l'adresse de l'associé unique de la Société a changé. Désormais le nouveau siège social est: 2nd Floor, Sotiri Tofini 4, Agios Athanasios, Limassol CY-4102, Cyprus.

Pour extrait conforme

Luxembourg, le 24 juin 2014.

Référence de publication: 2014088111/12.

(140104127) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Savo S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.
R.C.S. Luxembourg B 84.870.

Extrait du procès-verbal de l'assemblée générale extraordinaire des actionnaires de la société SAVO S.A., qui s'est tenue à Luxembourg, en date du 6 juin 2014 à 11 heures.

L'assemblée décide:

1. D'accepter la démission du mandat d'administrateur de la Société PARTS INVEST S.A. ayant son siège social au 63-65 rue de Merl, L-2146 Luxembourg, inscrite au registre de commerce de Luxembourg, section B, sous le numéro 88.712 représentée par Monsieur Jean MARIE, né le 29 juillet 1950 à Puteaux (France), demeurant professionnellement au 63-65, rue de Merl L-2146 Luxembourg agissant en qualité de représentant permanent

2. D'accepter la nomination du mandat d'administrateur de Mr Frédéric CIPOLLETTI, né le 22 novembre 1973 à Haine-St-Paul (Belgique), demeurant professionnellement au 63-65, rue de Merl L-2146 Luxembourg, son mandat expirant le 13 juillet 2016

La résolution ayant été adopté à l'unanimité, la totalité du capital étant représentée.

Luxembourg, le 6 juin 2014.

Pour la société

M. Francis MAHIOUT

Administrateur Délégué

Référence de publication: 2014088062/22.

(140104233) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

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

Capital social: EUR 30.000,00.

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

R.C.S. Luxembourg B 162.793.

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EXTRAIT

En date du 10 juin 2014, les associés de la Société a approuvé les résolutions suivantes:

- La démission de Wim Rits, en tant que gérant de catégorie B de la Société, est acceptée avec effet au 15 juin 2014.
- Carl Pivert, avec adresse professionnelle au 15, rue Edward Steichen, L-2540 Luxembourg, est élu nouveau gérant de catégorie B de la Société avec effet au 15 juin 2014 et pour une durée indéterminée.

Pour extrait conforme.

Luxembourg, le 24 juin 2014.

Référence de publication: 2014088109/15.

(140104400) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Schroder Gaia, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 148.818.

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EXTRAIT

Au 8 avril 2014 Madame Marie-Jeanne Chèvremont-Lorenzini a été nommée administrateur de la société pour une durée déterminée d'un an jusqu'à l'assemblée générale de 2015.

L'adresse de Madame Chèvremont-Lorenzini est la suivante:

37c, Avenue J. F. Kennedy

1855 Luxembourg

Luxembourg, le 24 juin 2014.

Marco Zwick

Authorised Signatory

Référence de publication: 2014088064/16.

(140103902) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

SOFIRI, Société de Financement des Risques Industriels, Société Anonyme.

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

R.C.S. Luxembourg B 26.550.

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Extrait du procès-verbal de l'Assemblée Générale Ordinaire des actionnaires tenue à Luxembourg le 18 juin 2014

L'Assemblée décide de reconduire le mandat des Administrateurs suivants:

M. Markus HOFER,

M. Robert TUTCHENER,

M. Vic PANNUZZO,

Mrs Sophie VANDEVEN.

Leur mandat prendra fin à l'issue de l'Assemblée Générale Annuelle appelée à statuer sur les comptes de l'exercice clos le 31 décembre 2014.

L'assemblée décide de nommer Réviseur Indépendant de la société

Grant Thornton Lux Audit S.A..

89A Pafebruch

L-8308 CAPELLEN

Son mandat viendra à expiration à l'issue de l'assemblée générale annuelle qui statuera sur les comptes de l'exercice social au 31 décembre 2014.

Pour la société SOFIRI

Aon Insurance Managers (Luxembourg) S.A.

Référence de publication: 2014088085/23.

(140104389) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Shinyan S.A., Société Anonyme.

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.
R.C.S. Luxembourg B 135.431.

Les comptes annuels au 31/12/2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

SHINYAN S.A.

Référence de publication: 2014088077/10.

(140103979) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Socodev S.A., Société Anonyme.

Siège social: L-1536 Luxembourg, 7, rue du Fossé.
R.C.S. Luxembourg B 110.683.

Les comptes annuels au 31 décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2014088089/10.

(140103686) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Société de Participation Financière Dalmine Holding S.A., Société Anonyme.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.
R.C.S. Luxembourg B 40.582.

Extrait des résolutions des administrateurs prises en date du 28 mai 2014

Les administrateurs de la Société ont décidé comme suit:

- de transférer le siège social de la Société du 19 - 21 Boulevard du Prince Henri, L - 1724 Luxembourg, Luxembourg vers le 20 RUE DE LA POSTE, L-2346 LUXEMBOURG, LUXEMBOURG avec effet au 28 mai 2014.

Luxembourg, le 24 juin 2014.

Citco C&T (Luxembourg) S.A.

Signature

Référence de publication: 2014088087/14.

(140103963) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

SHCO 72 S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.
R.C.S. Luxembourg B 187.129.

Changement suivant le contrat de cession de parts du 20 juin 2014:

- Ancienne situation associée:

Intertrust (Luxembourg) S.à r.l.: 12.500 parts sociales

- Nouvelle situation associée:

	Parts sociales
SHCO 71 S.à r.l., R.C.S. Luxembourg B n° 187129, avec siège social à L-2453 Luxembourg, 6, rue Eugène Ruppert	12.500
Total	12.500

Luxembourg, le 20.6.2014.

Pour avis sincère et conforme

Pour SHCO 72 S.à r.l.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014088074/20.

(140103908) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

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

Capital social: EUR 12.500,00.

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.
R.C.S. Luxembourg B 158.060.

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- Mme. Nahima Bared, résident professionnellement au 2, Boulevard Konrad Adenauer, L-1115 Luxembourg, est nommé gérant de la société, en remplacement le gérant démissionnaire, Mons. Rolf Caspers, avec effet au 18 juin 2014.
 - Le nouveau mandat de Mme. Nahima Bared prendra fin lors de l'assemblée générale annuelle qui se tiendra en 2018.

Luxembourg, le 18 juin 2014.

Signatures

Un mandataire

Référence de publication: 2014088079/14.

(140103594) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Seminco S.A., Société Anonyme.

Siège social: L-1143 Luxembourg, 15, rue Astrid.
R.C.S. Luxembourg B 125.042.

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RECTIFICATIF

Le bilan et l'annexe au 31 décembre 2012, ainsi que les autres documents et informations qui s'y rapportent, enregistrés et déposés à Luxembourg le 19 juillet 2013, Référence L130122892 sont dès lors rectifiés par le présent bilan et l'annexe au 31 décembre 2012, ainsi que les autres documents et informations qui s'y rapportent, ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour SEMINCO S.A.

Référence de publication: 2014088069/14.

(140103833) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Thomson Reuters Holdings S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.
R.C.S. Luxembourg B 67.691.

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Extrait des résolutions de l'assemblée générale annuelle du 24 juin 2014

L'assemblée générale décide de réélire comme administrateurs Ruth Clamp-Held, Miranda Hall, Tom Loesch, Kenneth McCarter, Camilla Nunn et Alain Steichen et d'élire Ann Pinciamore demeurant 40, avenue Monterey, L-2163 Luxembourg, comme administrateur supplémentaire, à chaque fois pour un mandat qui se terminera à l'issue de l'assemblée générale qui se tiendra en 2015.

Le conseil d'administration est composé comme suit:

1. Madame Ruth CLAMP-HELD, administrateur, demeurant 153, route de Thonon, CH-1245 Collonge-Bellerive, Genève;
2. Madame Miranda HALL, administrateur, 33 Aldgate High Street, Aldgate House, EC3N 1DL, London;
3. Monsieur Tom LOESCH, administrateur et président, demeurant 6D, route de Trèves, L-2633 Senningerberg;
4. Monsieur Ken McCARTER, administrateur, demeurant Toronto Dominion Centre, bâtiment Aetna Tower, Suite 3000, CDN - M5K 1N2 Toronto, Ontario;
5. Madame Camilla NUNN, administrateur, demeurant 40, avenue Monterey, L-2163 Luxembourg;
6. Madame Ann PIANCIAMORE, administrateur, demeurant 40, avenue Monterey, L-2163 Luxembourg; et
7. Monsieur Alain STEICHEN, administrateur, demeurant 2, rue Peternelchen, bâtiment C étage 2, L-2370 Howald.

L'assemblée générale décide de réélire PricewaterhouseCoopers S.à r.l., Luxembourg, comme commissaire pour un nouveau mandat qui se terminera à l'issue de l'assemblée générale qui se tiendra en 2015.

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

Pour THOMSON REUTERS HOLDINGS S.A.

Référence de publication: 2014088121/26.

(140104434) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Seafuture S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.
R.C.S. Luxembourg B 70.011.

Il résulte du procès-verbal d'une réunion du Conseil d'Administration de la Société tenue en date du 20 juin 2014 que les administrateurs, M. Fernand HEIM, M. Marc SCHMIT et Mme Annie SWETENHAM ainsi que le commissaire aux comptes, M. Marco RIES, se sont démis de leurs fonctions respectives avec effet immédiat.

Luxembourg, le 20 juin 2014.

Pour extrait conforme

SG AUDIT Sarl

Référence de publication: 2014088068/13.

(140104392) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Shelf Service Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-8399 Windhof, 2, route d'Arlon.
R.C.S. Luxembourg B 135.655.

Extrait des résolutions prises lors de l'assemblée générale extraordinaire du 20 juin 2014

La société Shelf Service S.A., associée unique de la société a pris en compte les changements suivants:

- La dénomination de l'associée unique SHELF SERVICE S.A. devient HIGHCO SHELF SERVICE S.A.
- Le siège social de l'associée unique se trouve au 1, Kruiskouter - 1730 Asse Belgique.

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

AGIF S.A.

Signature

Référence de publication: 2014088076/14.

(140104333) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

Somaco S.A., Société Anonyme.

Siège social: L-2613 Luxembourg, 7, place du Théâtre.
R.C.S. Luxembourg B 11.808.

Extrait de l'assemblée générale ordinaire du 09 mai 2014

Il résulte du procès-verbal de l'assemblée générale ordinaire du 09 mai 2014 que:

Le conseil d'administration se compose à partir de ce jour comme suit:

1. Monsieur Hans-Peter MAIER, président du conseil.
2. SOCOLUX S.A.

représentée par:

- Monsieur Hans Peter MAIER

3. Monsieur le Dr Hanns MAIER, administrateur.

L'assemblée nomme Monsieur Hans Peter MAIER, résidant 5, Ahornweg, 6074 Giswill administrateur délégué.

Est nommé commissaire aux comptes:

AUXILIAIRE DES P.M.E. S.A.

58, rue Glesener, L-1630 Luxembourg

Leurs mandats prendront fin à l'issue de l'assemblée générale ordinaire statuant sur les comptes de l'exercice 2014.

La société est engagée:

par la signature individuelle de Monsieur Hans-Peter MAIER,

ou

par la signature conjointe de deux administrateurs

Pour extrait conforme

FIDUCIAIRE DES P.M.E. S.A.

Signature

Référence de publication: 2014088094/27.

(140104443) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2014.

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

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

R.C.S. Luxembourg B 165.746.

Par décision du Conseil d'Administration tenu le 30 mai 2014 au siège social de la société, il a été décidé:

- d'accepter la démission de Monsieur Andrea Giovanni Carini de sa fonction d'administrateur, avec effet immédiat;
- de coopter comme nouvel administrateur, avec effet immédiat, CL Management SA., ayant son siège social 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.

SEALILY SPF, S.A.

Société anonyme - Société de Gestion de Patrimoine Familial

Signatures

Référence de publication: 2014086514/15.

(140101945) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2014.

France Investment S.A., Société Anonyme.

Siège social: L-1836 Luxembourg, 23, rue Jean Jaurès.

R.C.S. Luxembourg B 108.500.

Extrait de l'assemblée générale ordinaire tenue en date du 17 juin 2014

1. L'Assemblée Générale décide de fixer l'adresse au siège social au 23 rue Jean Jaurès, L-1836 Luxembourg.

2. L'Assemblée Générale décide de nommer jusqu'à l'assemblée devant se tenir en 2020:

- Maître Michaël DANDOIS, Avocat à la Cour, né le 15/01/1971 à Messancy (Belgique), demeurant professionnellement au 23 rue Jean Jaurès, L-1836 Luxembourg, administrateur de catégorie A.

- Maître Antoine MEYNIAL, Avocat à la Cour, né le 06/02/1966 à Paris (France), demeurant professionnellement au 23 rue Jean Jaurès, L-1836 Luxembourg, administrateur de catégorie B.

- Monsieur Stéphane WARNIER, employé privé, né le 25/03/1966 à Watermael-Boitsfort (Belgique), demeurant professionnellement au 23 rue Jean Jaurès, L-1836 Luxembourg, administrateur de catégorie B.

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

Dandois & Meynial

Référence de publication: 2014088410/18.

(140104554) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2014.

SISA Estate S.à r.l., Société à responsabilité limitée.

Siège social: L-2328 Luxembourg, 20, rue des Peupliers.

R.C.S. Luxembourg B 152.644.

Extrait du procès-verbal de l'assemblée générale extraordinaire du 10 février 2014

Il résulte d'une convention du 10 février 2014 que MA INVEST SARL a cédé à KF FINANCE SA 14.286 parts sociales de SISA ESTATE SARL

La répartition est la suivante avec effet au 10 février 2014:

KF FINANCE SA 50.001 parts sociales

Le siège social de l'associé «KF FINANCE SA» est transféré du 9, rue de Bitbourg, à L-1273 Luxembourg au 20, rue des Peupliers, à L-2328 Luxembourg

Démission d'un gérant

Monsieur Marc ASSA, demeurant à L-7303 STEINSEI, au 9, rue des Noyers démissionne de ses fonctions de gérant en date du 10 février 2014

Nomination d'un nouveau gérant

Monsieur Patrick KREINS, demeurant à L-4979 FING I G, au 38, rue Nicolas M argue est nommé à la fonction de gérant pour une durée illimitée, date de nomination 10 février 2014

Toutes ces résolutions ont été votées à l'unanimité.

Référence de publication: 2014086527/21.

(140101918) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2014.

Ingersoll-Rand Roza II S.à.r.l., Société à responsabilité limitée.

Capital social: USD 305.905.750,00.

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

R.C.S. Luxembourg B 104.949.

En vertu d'un contrat de cession daté du 23 janvier 2014, Ingersoll-Rand Luxembourg United S.à r.l. a cédé l'intégralité des parts sociales qu'il détenait dans la Société à Ingersoll-Rand Lux International S.à r.l., une société à responsabilité limitée de droit Luxembourgeois, ayant son siège social au 16, avenue Pasteur, L-2310 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 90.053

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

Pour Ingersoll-Rand Roza II S.à r.l.

Un mandataire

Référence de publication: 2014089315/15.

(140106141) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Gate Gourmet Luxembourg IV S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.173.500,00.

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

R.C.S. Luxembourg B 86.448.

Extrait des résolutions prises par l'associé unique de la Société en date du 12 juin 2014

En date du 12 juin 2014, l'associé unique de la Société a pris la résolution de nommer Madame Catherine Koch, née le 12 février 1965 à Sarreguemines, France, ayant comme adresse professionnelle: 19, rue de Bitbourg, L-1273 Luxembourg, en tant que nouveau gérant de catégorie B de la Société avec effet immédiat et ce pour une durée déterminée jusqu'à l'assemblée générale annuelle de la Société qui se tiendra en 2014.

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

Luxembourg, le 24 juin 2014.

Gate Gourmet Luxembourg IV S.à r.l.

Signature

Référence de publication: 2014088430/17.

(140104574) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2014.

Evercare Fund, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 138.057.

Extrait des résolutions de l'assemblée générale ordinaire tenue à Luxembourg le 4 juin 2014:

L'assemblée générale ordinaire décide:

- de renouveler, pour une période d'un an se terminant avec l'assemblée générale ordinaire des actionnaires qui se tiendra en 2015, les Administrateurs suivants:

* Monsieur Antoine Böhler, Administrateur de type A

* Monsieur Franck Payrar, Administrateur de type A

* Monsieur Didier Bensadoun, Administrateur de type B

- de renouveler PricewaterhouseCoopers, Société coopérative, en qualité de Réviseur d'Entreprises agréé, pour une période d'un an se terminant avec l'assemblée générale ordinaire des actionnaires qui se tiendra en 2015.

A l'issue de l'assemblée, le Conseil d'Administration est composé comme suit:

- Monsieur Antoine Böhler, Administrateur de type A, 7, rue des Battoirs, CH-1211, Genève 4 Plainpalais, Suisse.

- Monsieur Franck Payrar, Administrateur de type A, 37 A, Avenue JF Kennedy, L-1855 Luxembourg.

- Monsieur Didier Bensadoun, Administrateur de type B, 37 A, Avenue JF Kennedy, L-1855 Luxembourg.

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

Luxembourg, le 25 juin 2014.

Référence de publication: 2014088401/22.

(140105201) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2014.

Areoto S.A., Société Anonyme.

Siège social: L-2165 Luxembourg, 26-28, Rives de Clausen.

R.C.S. Luxembourg B 82.260.

En date du 31 mai 2013 j'ai démissionné de ma fonction d'administrateur de la société AREOTO S.A, ayant son siège social au 26-28 Rives de Clausen à L-2165 Luxembourg, RCSL B 82260.

Luxembourg.

Pour extrait conforme

Monsieur CRISTIAN CORDELLA

Référence de publication: 2014086723/12.

(140103077) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juin 2014.

Ga Finance Holding S.A., Société Anonyme.

Siège social: L-4761 Pétange, 59, route de Luxembourg.

R.C.S. Luxembourg B 118.319.

Im Jahre zweitausendvierzehn, am zwanzigsten Juni.

Vor die unterzeichnete Notarin Martine SCHAEFFER, mit Amtssitz in Luxemburg.

Ist erschienen:

Herr Pascal WAGNER, Buchhalter, beruflich ansässig in L-4761 Pétange, 59, route de Luxembourg.

Der Erschienene erklärte, dass er die außerordentliche Aktionärsversammlung präsidiert und alle Inhaberaktien vertreten hat, die durch die unterzeichnende Notarin am 27. Mai 2014, Urkunde Nummer 1253/2014 aufgenommen wurde, einregistriert in Luxemburg am 4. Juni 2014 unter Nummer LAC/2014/25921, noch nicht beim Handels- und Gesellschaftsregister Luxembourg hinterlegt werden konnte und auch noch nicht veröffentlicht im Amtsblatt Mémorial C, Recueil des Sociétés et Associations.

Der Erschienene erklärt dass ein Irrtum im dritten und vierten Beschluss vorgekommen ist, nämlich den Rücktritt des Herrn Georges Majerus als Verwaltungsmitglieder zu erkennen und Herrn Pascal Wagner als neuen Verwaltungsmitglieder zu ernennen, sodass der dritte und vierte Beschluss wie folgt gelesen werden sollte:

„Dritter Beschluss

Die Generalversammlung erkennt den Rücktritt von Herrn Georges Majerus als Verwaltungsmitglieder und als Delegierter des Verwaltungsrats mit sofortiger Wirkung.

Vierter Beschluss

Die Generalversammlung ernennt folgende Person, mit sofortiger Wirkung, als neuen Verwaltungsmitglieder und als neuen Delegierten des Verwaltungsrats:

- Herrn Pascal Wagner, Buchhalter, geboren in Pétange am Februar 8. 1966, mit Berufsanschrift in L-4761 Pétange, 59, route de Luxembourg.

Das Mandat des Verwaltungsmitglieders und des Delegierten Verwaltungsrats endet sofort nach der jährlichen Hauptversammlung vom Jahre 2019.“

Erklärung

Worüber Urkunde, Aufgenommen zu Luxembourg, am Datum wie am Anfang dieser Urkunde erwähnt.

Und nach Vorlesung an alle Erschienenen und Übersetzung in die Sprache der Vertreter der Erschienenen, alle dem Notar nach Vor-und Nachnamen, Personenstand und Wohnort bekannt, haben alle die gegenwärtige Urkunde mit dem Notar unterschrieben.

Signé: P. Wagner et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 24 juin 2014. Relation: LAC/2014/28931. Reçu douze euros Eur 12.-

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins d'inscription au Registre de Commerce.

Luxembourg, le 30 juin 2014.

Référence de publication: 2014092840/40.

(140110445) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juillet 2014.
