

MEMORIAL

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Luxembourg



MEMORIAL

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Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 2608

18 octobre 2013

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Capstone Mining Corp. Luxembourg Branch, Succursale d'une société de droit étranger.

Adresse de la succursale: L-1130 Luxembourg, 37, rue d'Anvers.

R.C.S. Luxembourg B 180.386.

OUVERTURE D'UNE SUCCURSALE

Conformément à une résolution en date du 27 septembre 2013 de Capstone Mining Corp., une société dûment constituée en vertu des lois de la province de la Colombie-Britannique, Canada, ayant son siège social au Suite 900, 999 West Hastings Street, Vancouver, Colombie-Britannique, V6C 2W2, Canada, dûment enregistrée auprès du «Registrar of Companies» sous le numéro BC0842284, (la «Société»), la Société a décidé d'ouvrir une succursale au Grand-Duché de Luxembourg à compter du 27 septembre 2013 et d'en demander l'inscription au Registre de Commerce et des Sociétés de Luxembourg (la «Succursale»).

1. Informations relatives à la Société:

- Dénomination sociale: Capstone Mining Corp.
- Droit de l'Etat dont relève la Société: Colombie-Britannique
- Registre auprès duquel la Société est enregistrée: «Registrar of Companies»
- Numéro d'immatriculation de la Société: BC0842284
- Forme sociale: «Corporation»
- Siège social: Suite 900, 999 West Hastings Street, Vancouver, Colombie-Britannique, V6C 2W2, Canada

2. Informations relatives à la Succursale:

- Dénomination: Capstone Mining Corp. Luxembourg Branch
- Adresse: 37, rue d'Anvers, L-1130 Luxembourg
- Activités: L'objet de la Succursale est l'organisation et la gestion des participations et des intérêts sous quelque forme que ce soit, sous quelque forme que ce soit, dans toutes formes de sociétés ou entités, luxembourgeoises ou étrangères et la réalisation d'activités de financement. La Succursale peut prendre toute action et mener toutes opérations se rattachant directement ou indirectement à son objet afin d'en faciliter l'accomplissement dudit objet.

- Personnes ayant le pouvoir d'engager la Société à l'égard des tiers et de la représenter en justice:

* En tant qu'organe de la Société: Le conseil d'administration qui est composé de deux administrateurs:

- Peter HEMSTEAD né le 14 mars 1973 à Sydney, Australie, demeurant au 4468 Stone Crescent West, Vancouver, BC V7W 1BT, Canada;
- John J. KIM, né le 16 juin 1967 à Séoul, Corée, demeurant au 1498 West 39th Avenue, Vancouver, BC V6M 1T3, Canada.

Conformément aux statuts de la Société, la Société est valablement représentée en justice par ses administrateurs et est valablement engagée par la signature individuelle de l'un de ses deux administrateurs.

* En tant que représentant permanent unique de la Société pour l'activité de la Succursale:

- Owen FITZGERALD, né le 19 février 1982 à Waterford, Irlande et demeurant au 18-20, rue Glesener, L-1630 Luxembourg;

La Succursale sera engagée par la signature de son représentant permanent unique, ou en cas de pluralité de représentants, par la signature conjointe d'au moins deux représentants permanents.

Le représentant permanent unique ou les représentants permanents, le cas échéant, peut/vent déléguer son/ses pouvoir (s) pour des tâches spécifiques à un ou plusieurs agents ad hoc.

Le 27 septembre 2013.

Pour extrait conforme

Un mandataire

Référence de publication: 2013135990/46.

(130165632) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 septembre 2013.

Capstone Mining Corp. Luxembourg Branch, Succursale d'une société de droit étranger.

Adresse de la succursale: L-1130 Luxembourg, 37, rue d'Anvers.

R.C.S. Luxembourg B 180.386.

1. Interpretation.

1.1 Definitions

In these Articles, unless the context otherwise requires:

(1) "board of directors", "directors" and "board" mean the directors or sole director of the Company for the time being;

(2) "Business Corporations Act" means the Business Corporations Act (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;

(3) "legal personal representative" means the personal or other legal representative of the shareholder;

(4) "registered address" of a shareholder means the shareholder's address as recorded in the central securities register;

(5) "seal" means the seal of the Company, if any.

1.2 Business Corporations Act and Interpretation Act Definitions Applicable

The definitions in the Business Corporations Act and the definitions and rules of construction in the Interpretation Act, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Articles as if they were an enactment. If there is a conflict between a definition in the Business Corporations Act and a definition or rule in the Interpretation Act relating to a term used in these Articles, the definition in the Business Corporations Act will prevail in relation to the use of the term in these Articles. If there is a conflict between these Articles and the Business Corporations Act, the Business Corporations Act will prevail.

2. Shares and Share certificates.

2.1 Authorized Share Structure

The authorized share structure of the Company consists of shares of the class or classes and series, if any, described in the Notice of Articles of the Company.

2.2 Form of Share Certificate

Each share certificate issued by the Company must comply with, and be signed as required by, the Business Corporations Act.

2.3 Shareholder Entitled to Certificate or Acknowledgment

Each shareholder is entitled, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder's name or (b) a nontransferable written acknowledgment of the shareholder's right to obtain such a share certificate, provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate and delivery of a share certificate for a share to one of several joint shareholders or to one of the shareholders' duly authorized agents will be sufficient delivery to all.

2.4 Delivery by Mail

Any share certificate or non-transferable written acknowledgment of a shareholder's right to obtain a share certificate may be sent to the shareholder by mail at the shareholder's registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate or acknowledgment is lost in the mail or stolen.

2.5 Replacement of Worn Out or Defaced Certificate or Acknowledgement

If the directors are satisfied that a share certificate or a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate is worn out or defaced, they must, on production to them of the share certificate or acknowledgment, as the case may be, and on such other terms, if any, as they think fit:

- (1) order the share certificate or acknowledgment, as the case may be, to be cancelled; and
- (2) issue a replacement share certificate or acknowledgment, as the case may be.

2.6 Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment

If a share certificate or a non-transferable written acknowledgment of a shareholder's right to obtain a share certificate is lost, stolen or destroyed, a replacement share certificate or acknowledgment, as the case may be, must be issued to the person entitled to that share certificate or acknowledgment, as the case may be, if the directors receive:

- (1) proof satisfactory to them that the share certificate or acknowledgment is lost, stolen or destroyed; and
- (2) any indemnity the directors consider adequate.

2.7 Splitting Share Certificates

If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name two or more share certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the share certificate so surrendered, the Company must cancel the surrendered share certificate and issue replacement share certificates in accordance with that request.

2.8 Certificate Fee

There must be paid to the Company, in relation to the issue of any share certificate under Articles 2.5, 2.6 or 2.7, the amount, if any and which must not exceed the amount prescribed under the Business Corporations Act, determined by the directors.

2.9 Recognition of Trusts

Except as required by law or statute or these Articles, no person will be recognized by the Company as holding any share upon any trust, and the Company is not bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or fraction of a share or (except as by law or statute or these Articles provided or as ordered by a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the shareholder.

3. Issue of Shares.

3.1 Directors Authorized

Subject to the Business Corporations Act and the rights of the holders of issued shares of the Company, the Company may issue, allot, sell or otherwise dispose of the unissued shares, and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices (including any premium at which shares with par value may be issued) that the directors may determine. The issue price for a share with par value must be equal to or greater than the par value of the share.

3.2 Commissions and Discounts

The Company may at any time, pay a reasonable commission or allow a reasonable discount to any person in consideration of that person purchasing or agreeing to purchase shares of the Company from the Company or any other person or procuring or agreeing to procure purchasers for shares of the Company.

3.3 Brokerage

The Company may pay such brokerage fee or other consideration as may be lawful for or in connection with the sale or placement of its securities.

3.4 Conditions of Issue

Except as provided for by the Business Corporations Act, no share may be issued until it is fully paid. A share is fully paid when:

(1) consideration is provided to the Company for the issue of the share by one or more of the following:

(a) past services performed for the Company;

(b) property;

(c) money; and

(2) the value of the consideration received by the Company equals or exceeds the issue price set for the share under Article 3.1.

3.5 Share Purchase Warrants and Rights

Subject to the Business Corporations Act, the Company may issue share purchase warrants, options and rights upon such terms and conditions as the directors determine, which share purchase warrants, options and rights may be issued alone or in conjunction with debentures, debenture stock, bonds, shares or any other securities issued or created by the Company from time to time.

4. Share Registers.

4.1 Central Securities Register

As required by and subject to the Business Corporations Act, the Company must maintain in British Columbia a central securities register. The directors may, subject to the Business Corporations Act, appoint an agent to maintain the central securities register. The directors may also appoint one or more agents, including the agent which keeps the central securities register, as transfer agent for its shares or any class or series of its shares, as the case may be, and the same or another agent as registrar for its shares or such class or series of its shares, as the case may be. The directors may terminate such appointment of any agent at any time and may appoint another agent in its place.

4.2 Closing Register

The Company must not at any time close its central securities register.

5. Share Transfers.

5.1 Registering Transfers

A transfer of a share of the Company must not be registered unless:

(1) a duly signed instrument of transfer in respect of the share has been received by the Company,

(2) if a share certificate has been issued by the Company in respect of the share to be transferred, that share certificate has been surrendered to the Company; and

(3) if a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Company in respect of the share to be transferred, that acknowledgment has been surrendered to the Company.

5.2 Form of Instrument of Transfer

The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates or in any other form that may be approved by the directors from time to time.

5.3 Transferor Remains Shareholder

Except to the extent that the Business Corporations Act otherwise provides, the transferor of shares is deemed to remain the holder of the shares until the name of the transferee is entered in a securities register of the Company in respect of the transfer.

5.4 Signing of Instrument of Transfer

If a shareholder, or his or her duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the

Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgments deposited with the instrument of transfer:

- (1) in the name of the person named as transferee in that instrument of transfer; or
- (2) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.

5.5 Enquiry as to Title Not Required

Neither the Company nor any director, officer or agent of the Company is bound to inquire into the title of the person named in the instrument of transfer as transferee or, if no person is named as transferee in the instrument of transfer, of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered or is liable for any claim related to registering the transfer by the shareholder or by any intermediate owner or holder of the shares, of any interest in the shares, of any share certificate representing such shares or of any written acknowledgment of a right to obtain a share certificate for such shares.

5.6 Transfer Fee

There must be paid to the Company, in relation to the registration of any transfer, the amount, if any, determined by the directors.

6. Transmission of Shares.

6.1 Legal Personal Representative Recognized on Death

In case of the death of a shareholder, the legal personal representative, or if the shareholder was a joint holder, the surviving joint holder, will be the only person recognized by the Company as having any title to the shareholder's interest in the shares. Before recognizing a person as a legal personal representative, the directors may require proof of appointment by a court of competent jurisdiction, a grant of letters probate, letters of administration or such other evidence or documents as the directors consider appropriate.

6.2 Rights of Legal Personal Representative

The legal personal representative has the same rights, privileges and obligations that attach to the shares held by the shareholder, including the right to transfer the shares in accordance with these Articles, provided the documents required by the Business Corporations Act and the directors have been deposited with the Company.

7. Purchase of Shares.

7.1 Company Authorized to Purchase Shares

Subject to Article 7.2, the special rights and restrictions attached to the shares of any class or series and the Business Corporations Act, the Company may, if authorized by the directors, purchase or otherwise acquire any of its shares at the price and upon the terms specified in such resolution.

7.2 Purchase When Insolvent

The Company must not make a payment or provide any other consideration to purchase or otherwise acquire any of its shares if there are reasonable grounds for believing that:

- (1) the Company is insolvent; or
- (2) making the payment or providing the consideration would render the Company insolvent.

7.3 Sale and Voting of Purchased Shares

If the Company retains a share redeemed, purchased or otherwise acquired by it, the Company may sell, gift or otherwise dispose of the share, but, while such share is held by the Company, it:

- (1) is not entitled to vote the share at a meeting of its shareholders;
- (2) must not pay a dividend in respect of the share; and
- (3) must not make any other distribution in respect of the share.

8. Borrowing Powers. The Company, if authorized by the directors, may:

- (1) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate;
- (2) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person and at such discounts or premiums and on such other terms as they consider appropriate;
- (3) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (4) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Company.

9. Alterations.

9.1 Alteration of Authorized Share Structure

Subject to Article 9.2 and the Business Corporations Act, the Company may by special resolution:

(1) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;

(2) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;

(3) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;

(4) if the Company is authorized to issue shares of a class of shares with par value:

(a) decrease the par value of those shares; or

(b) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;

(5) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;

(6) alter the identifying name of any of its shares; or

(7) otherwise alter its shares or authorized share structure when required or permitted to do so by the Business Corporations Act.

9.2 Special Rights and Restrictions

Subject to the Business Corporations Act, the Company may by special resolution:

(1) create special rights or restrictions for, and attach those special rights or restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or

(2) vary or delete any special rights or restrictions attached to the shares of any class or series of shares, whether or not any or all of those shares have been issued.

9.3 Change of Name

The Company may by special resolution authorize an alteration of its Notice of Articles in order to change its name.

9.4 Other Alterations

If the Business Corporations Act does not specify the type of resolution and these Articles do not specify another type of resolution, the Company may by special resolution alter these Articles.

10. Meetings of Shareholders.

10.1 Annual General Meetings

Unless an annual general meeting is deferred or waived in accordance with the Business Corporations Act, the Company must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized, and after that must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual reference date at such time and place as may be determined by the directors.

10.2 Resolution Instead of Annual General Meeting

If all the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution under the Business Corporations Act to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date of the unanimous resolution. The shareholders must, in any unanimous resolution passed under this Article 10.2, select as the Company's annual reference date a date that would be appropriate for the holding of the applicable annual general meeting.

10.3 Calling of Meetings of Shareholders

The directors may, whenever they think fit, call a meeting of shareholders.

10.4 Notice for Meetings of Shareholders

The Company must send notice of the date, time and location of any meeting of shareholders, in the manner provided in these Articles, or in such other manner, if any, as may be prescribed by ordinary resolution (whether previous notice of the resolution has been given or not), to each shareholder entitled to attend the meeting, to each director and to the auditor of the Company, unless these Articles otherwise provide, at least the following number of days before the meeting:

(1) if and for so long as the Company is a public company, 21 days;

(2) otherwise, 10 days.

10.5 Record Date for Notice

The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the Business Corporations Act, by more than four months. The record date must not precede the date on which the meeting is held by fewer than:

(1) if and for so long as the Company is a public company, 21 days;

(2) otherwise, 10 days.

If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

10.6 Record Date for Voting

The directors may set a date as the record date for the purpose of determining shareholders entitled to vote at any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the Business Corporations Act, by more than four months. If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

10.7 Failure to Give Notice and Waiver of Notice

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at that meeting. Any person entitled to notice of a meeting of shareholders may, in writing or otherwise, waive or reduce the period of notice of such meeting.

10.8 Notice of Special Business at Meetings of Shareholders

If a meeting of shareholders is to consider special business within the meaning of Article 11.1, the notice of meeting must:

- (1) state the general nature of the special business; and
- (2) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders:
 - (a) at the Company's records office, or at such other reasonably accessible location in British Columbia as is specified in the notice; and
 - (b) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.

11. Proceedings at Meetings of Shareholders.

11.1 Special Business

At a meeting of shareholders, the following business is special business:

- (1) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;
- (2) at an annual general meeting, all business is special business except for the following:
 - (a) business relating to the conduct of or voting at the meeting;
 - (b) consideration of any financial statements of the Company presented to the meeting;
 - (c) consideration of any reports of the directors or auditor;
 - (d) the setting or changing of the number of directors;
 - (e) the election or appointment of directors;
 - (f) the appointment of an auditor;
 - (g) the setting of the remuneration of an auditor;
 - (h) business arising out of a report of the directors not requiring the passing of a special resolution or an exceptional resolution;
 - (i) any other business which, under these Articles or the Business Corporations Act, may be transacted at a meeting of shareholders without prior notice of the business being given to the shareholders.

11.2 Special Majority

The majority of votes required for the Company to pass a special resolution at a meeting of shareholders is two-thirds of the votes cast on the resolution.

11.3 Quorum

The quorum for the transaction of business at a general meeting is two individuals present at the commencement of the meeting holding or representing by proxy the holder or holders of shares carrying not less than one-twentieth of the votes eligible to be cast at the meeting.

11.4 One Shareholder May Constitute Quorum

If there is only one shareholder entitled to vote at a meeting of shareholders:

- (1) the quorum is one person who is, or who represents by proxy, that shareholder, and
- (2) that shareholder, present in person or by proxy, may constitute the meeting.

11.5 Other Persons May Attend

The directors, the president (if any), the secretary (if any), the assistant secretary (if any), any lawyer for the Company, the auditor of the Company and any other persons invited by the directors are entitled to attend any meeting of shareholders, but if any of those persons does attend a meeting of shareholders, that person is not to be counted in the quorum and is not entitled to vote at the meeting unless that person is a shareholder or proxy holder entitled to vote at the meeting.

11.6 Requirement of Quorum

No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting, but such quorum need not be present throughout the meeting.

11.7 Lack of Quorum

If, within one-half hour from the time set for the holding of a meeting of shareholders, a quorum is not present:

- (1) in the case of a general meeting requisitioned by shareholders, the meeting is dissolved, and
- (2) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

11.8 Lack of Quorum at Succeeding Meeting

If, at the meeting to which the meeting referred to in Article 11.7(2) was adjourned, a quorum is not present within one-half hour from the time set for the holding of the meeting, the person or persons present and being, or representing by proxy, one or more shareholders entitled to attend and vote at the meeting constitute a quorum.

11.9 Chair

The following individual is entitled to preside as chair at a meeting of shareholders:

- (1) the chair of the board, if any; or
- (2) if the chair of the board is absent or unwilling to act as chair of the meeting, the president, if any.

11.10 Selection of Alternate Chair

If, at any meeting of shareholders, there is no chair of the board or president present within 15 minutes after the time set for holding the meeting, or if the chair of the board and the president are unwilling to act as chair of the meeting, or if the chair of the board and the president have advised the secretary, if any, or any director present at the meeting, that they will not be present at the meeting, the directors present must choose one of their number to be chair of the meeting or if all of the directors present decline to take the chair or fail to so choose or if no director is present, the shareholders entitled to vote at the meeting who are present in person or by proxy may choose any person present at the meeting to chair the meeting.

11.11 Adjournments

The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.12 Notice of Adjourned Meeting

It is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

11.13 Decisions by Show of Hands or Poll

Subject to the Business Corporations Act, every motion put to a vote at a meeting of shareholders will be decided on a show of hands unless a poll, before or on the declaration of the result of the vote by show of hands, is directed by the chair or demanded by at least one shareholder entitled to vote who is present in person or by proxy.

11.14 Declaration of Result

The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the chair or demanded under Article 11.13, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.15 Motion Need Not be Seconded

No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

11.16 Casting Vote

In case of an equality of votes, the chair of a meeting of shareholders does not, either on a show of hands or on a poll, have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

11.17 Manner of Taking Poll

Subject to Article 11.18, if a poll is duly demanded at a meeting of shareholders:

- (1) the poll must be taken:
 - (a) at the meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and
 - (b) in the manner, at the time and at the place that the chair of the meeting directs;
- (2) the result of the poll is deemed to be the decision of the meeting at which the poll is demanded; and
- (3) the demand for the poll may be withdrawn by the person who demanded it.

11.18 Demand for Poll on Adjournment

A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

11.19 Chair Must Resolve Dispute

In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the dispute, and his or her determination made in good faith is final and conclusive.

11.20 Casting of Votes

On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

11.21 Demand for Poll

No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

11.22 Demand for Poll Not to Prevent Continuance of Meeting

The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

11.23 Retention of Ballots and Proxies

The Company must, for at least three months after a meeting of shareholders, keep each ballot cast on a poll and each proxy voted at the meeting, and, during that period, make them available for inspection during normal business hours by any shareholder or proxyholder entitled to vote at the meeting. At the end of such three-month period, the Company may destroy such ballots and proxies.

12. Votes of Shareholders.

12.1 Number of Votes by Shareholder or by Shares

Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint shareholders under Article 12.3:

(1) on a vote by show of hands, every person present who is a shareholder or proxy holder and entitled to vote on the matter has one vote; and

(2) on a poll, every shareholder entitled to vote on the matter has one vote in respect of each share entitled to be voted on the matter and held by that shareholder and may exercise that vote either in person or by proxy.

12.2 Votes of Persons in Representative Capacity

A person who is not a shareholder may vote at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxy holder to act at the meeting, if, before doing so, the person satisfies the chair of the meeting, or the directors, that the person is a legal personal representative or a trustee in bankruptcy for a shareholder who is entitled to vote at the meeting.

12.3 Votes by Joint Holders

If there are joint shareholders registered in respect of any share:

(1) any one of the joint shareholders may vote at any meeting, either personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it; or

(2) if more than one of the joint shareholders is present at any meeting, personally or by proxy, and more than one of them votes in respect of that share, then only the vote of the joint shareholder present whose name stands first on the central securities register in respect of the share will be counted.

12.4 Legal Personal Representatives as Joint Shareholders

Two or more legal personal representatives of a shareholder in whose sole name any share is registered are, for the purposes of Article 12.3, deemed to be joint shareholders.

12.5 Representative of a Corporate Shareholder

If a corporation, that is not a subsidiary of the Company, is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Company, and:

(1) for that purpose, the instrument appointing a representative must:

(a) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice for the receipt of proxies, or if no number of days is specified, two business days before the day set for the holding of the meeting; or

(b) be provided, at the meeting, to the chair of the meeting or to a person designated by the chair of the meeting;

(2) if a representative is appointed under this Article 12.5:

(a) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxy holder; and

(b) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

Evidence of the appointment of any such representative may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

12.6 Proxy Provisions Do Not Apply to All Companies

Articles 12.7 to 12.15 do not apply to the Company if and for so long as it is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply.

12.7 Appointment of Proxy Holders

Every shareholder of the Company, including a corporation that is a shareholder but not a subsidiary of the Company, entitled to vote at a meeting of shareholders of the Company may, by proxy, appoint one or more (but not more than five) proxy holders to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

12.8 Alternate Proxy Holders

A shareholder may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

12.9 When Proxy Holder Need Not Be Shareholder

A person must not be appointed as a proxy holder unless the person is a shareholder, although a person who is not a shareholder may be appointed as a proxy holder if:

(1) the person appointing the proxy holder is a corporation or a representative of a corporation appointed under Article 12.5;

(2) the Company has at the time of the meeting for which the proxy holder is to be appointed only one shareholder entitled to vote at the meeting; or

(3) the shareholders present in person or by proxy at and entitled to vote at the meeting for which the proxy holder is to be appointed, by a resolution on which the proxy holder is not entitled to vote but in respect of which the proxy holder is to be counted in the quorum, permit the proxy holder to attend and vote at the meeting.

12.10 Deposit of Proxy

A proxy for a meeting of shareholders must:

(1) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting; or

(2) unless the notice provides otherwise, be provided, at the meeting, to the chair of the meeting or to a person designated by the chair of the meeting.

A proxy may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

12.11 Validity of Proxy Vote

A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

(1) at the registered office of the Company, at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or

(2) by the chair of the meeting, before the vote is taken.

12.12 Form of Proxy

A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

[name of company]

(the "Company")

The undersigned, being a shareholder of the Company, hereby appoints [name] or, failing that person, [name], as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders of the Company to be held on [month, day, year] and at any adjournment of that meeting.

Number of shares in respect of which this proxy is given (if no number is specified, then this proxy is given in respect of all shares registered in the name of the shareholder):

Signed [month, day, year]

[Signature of shareholder]

[Name of shareholder-printed]

12.13 Revocation of Proxy

Subject to Article 12.14, every proxy may be revoked by an instrument in writing that is:

(1) received at the registered office of the Company at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or

(2) provided, at the meeting, to the chair of the meeting.

12.14 Revocation of Proxy Must Be Signed

An instrument referred to in Article 12.13 must be signed as follows:

(1) if the shareholder for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or his or her legal personal representative or trustee in bankruptcy;

(2) if the shareholder for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under Article 12.5.

12.15 Production of Evidence of Authority to Vote

The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

13. Directors.

13.1 First Directors; Number of Directors

The first directors are the persons designated as directors of the Company in the Notice of Articles that applies to the Company when it is recognized under the Business Corporations Act. The number of directors, excluding additional directors appointed under Article 14.8, is set at:

(1) subject to paragraphs (2) and (3), the number of directors that is equal to the number of the Company's first directors;

(2) if the Company is a public company, the greater of three and the most recently set of:

(a) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and

(b) the number of directors set under Article 14.4;

(3) if the Company is not a public company, the most recently set of:

(a) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and

(b) the number of directors set under Article 14.4.

13.2 Change in Number of Directors

If the number of directors is set under Articles 13.1(2)(a) or 13.1(3)(a):

(1) the shareholders may elect or appoint the directors needed to fill any vacancies in the board of directors up to that number;

(2) if the shareholders do not elect or appoint the directors needed to fill any vacancies in the board of directors up to that number contemporaneously with the setting of that number, then the directors may appoint, or the shareholders may elect or appoint, directors to fill those vacancies.

13.3 Directors' Acts Valid Despite Vacancy

An act or proceeding of the directors is not invalid merely because fewer than the number of directors set or otherwise required under these Articles is in office.

13.4 Qualifications of Directors

A director is not required to hold a share in the capital of the Company as qualification for his or her office but must be qualified as required by the Business Corporations Act to become, act or continue to act as a director.

13.3 Remuneration of Directors

The directors are entitled to the remuneration for acting as directors, if any, as the directors may from time to time determine. If the directors so decide, the remuneration of the directors, if any, will be determined by the shareholders. That remuneration may be in addition to any salary or other remuneration paid to any officer or employee of the Company as such, who is also a director.

13.4 Reimbursement of Expenses of Directors

The Company must reimburse each director for the reasonable expenses that he or she may incur in and about the business of the Company.

13.5 Special Remuneration for Directors

If any director performs any professional or other services for the Company that in the opinion of the directors are outside the ordinary duties of a director, or if any director is otherwise specially occupied in or about the Company's business, he or she may be paid remuneration fixed by the directors, or, at the option of that director, fixed by ordinary resolution, and such remuneration may be either in addition to, or in substitution for, any other remuneration that he or she may be entitled to receive.

13.6 Gratuity, Pension or Allowance on Retirement of Director

Unless otherwise determined by ordinary resolution, the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any salaried office or place of profit with the Company or to his or her spouse or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

14. Election and Removal of Directors.

14.1 Election at Annual General Meeting

At every annual general meeting and in every unanimous resolution contemplated by Article 10.2:

(1) the shareholders entitled to vote at the annual general meeting for the election of directors must elect, or in the unanimous resolution appoint, a board of directors consisting of the number of directors for the time being set under these Articles; and

(2) all the directors cease to hold office immediately before the election or appointment of directors under paragraph (1), but are eligible for re-election or re-appointment.

14.2 Consent to be a Director

No election, appointment or designation of an individual as a director is valid unless:

(1) that individual consents to be a director in the manner provided for in the Business Corporations Act;

(2) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director; or

(3) with respect to first directors, the designation is otherwise valid under the Business Corporations Act.

14.3 Failure to Elect or Appoint Directors

If:

(1) the Company fails to hold an annual general meeting, and all the shareholders who are entitled to vote at an annual general meeting fail to pass the unanimous resolution contemplated by Article 10.2, on or before the date by which the annual general meeting is required to be held under the Business Corporations Act; or

(2) the shareholders fail, at the annual general meeting or in the unanimous resolution contemplated by Article 10.2, to elect or appoint any directors;

then each director then in office continues to hold office until the earlier of:

(3) the date on which his or her successor is elected or appointed; and

(4) the date on which he or she otherwise ceases to hold office under the Business Corporations Act or these Articles.

14.4 Places of Retiring Directors Not Filled

If, at any meeting of shareholders at which there should be an election of directors, the places of any of the retiring directors are not filled by that election, those retiring directors who are not re-elected and who are asked by the newly elected directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Articles until further new directors are elected at a meeting of shareholders convened for that purpose. If any such election or continuance of directors does not result in the election or continuance of the number of directors for the time being set pursuant to these Articles, the number of directors of the Company is deemed to be set at the number of directors actually elected or continued in office.

14.5 Directors May Fill Casual Vacancies

Any casual vacancy occurring in the board of directors may be filled by the directors.

14.6 Remaining Directors Power to Act

The directors may act notwithstanding any vacancy in the board of directors, but if the Company has fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the directors may only act for the purpose of appointing directors up to that number or of summoning a meeting of shareholders for the purpose of filling any vacancies on the board of directors or, subject to the Business Corporations Act, for any other purpose.

14.7 Shareholders May Fill Vacancies

If the Company has no directors or fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the shareholders may elect or appoint directors to fill any vacancies on the board of directors.

14.8 Additional Directors

Notwithstanding Articles 13.1 and 13.2, between annual general meetings or unanimous resolutions contemplated by Article 10.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article

14.8 must not at any time exceed:

(1) one-third of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office; or

(2) in any other case, one-third of the number of the current directors who were elected or appointed as directors other than under this Article 14.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Article 14.1(1), but is eligible for re-election or reappointment.

14.9 Ceasing to be a Director

A director ceases to be a director when:

(1) the term of office of the director expires;

- (2) the director dies;
- (3) the director resigns as a director by notice in writing provided to the Company or a lawyer for the Company; or
- (4) the director is removed from office pursuant to Articles 14.10 or 14.11.

14.10 Removal of Director by Shareholders

The Company may remove any director before the expiration of his or her term of office by special resolution. In that event, the shareholders may elect, or appoint by ordinary resolution, a director to fill the resulting vacancy. If the shareholders do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint or the shareholders may elect, or appoint by ordinary resolution, a director to fill that vacancy.

14.11 Removal of Director by Directors

The directors may remove any director before the expiration of his or her term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the directors may appoint a director to fill the resulting vacancy.

15. Alternate directors.

15.1 Appointment of Alternate Director

Any director (an "appointor") may by notice in writing received by the Company appoint any person (an "appointee") who is qualified to act as a director to be his or her alternate to act in his or her place at meetings of the directors or committees of the directors at which the appointor is not present unless (in the case of an appointee who is not a director) the directors have reasonably disapproved the appointment of such person as an alternate director and have given notice to that effect to his or her appointor within a reasonable time after the notice of appointment is received by the Company.

15.2 Notice of Meetings

Every alternate director so appointed is entitled to notice of meetings of the directors and of committees of the directors of which his or her appointor is a member and to attend and vote as a director at any such meetings at which his or her appointor is not present.

15.3 Alternate for More Than One Director Attending Meetings

A person may be appointed as an alternate director by more than one director, and an alternate director:

- (1) will be counted in determining the quorum for a meeting of directors once for each of his or her appointors and, in the case of an appointee who is also a director, once more in that capacity;
- (2) has a separate vote at a meeting of directors for each of his or her appointors and, in the case of an appointee who is also a director, an additional vote in that capacity;
- (3) will be counted in determining the quorum for a meeting of a committee of directors once for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, once more in that capacity;
- (4) has a separate vote at a meeting of a committee of directors for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, an additional vote in that capacity.

15.4 Consent Resolutions

Every alternate director, if authorized by the notice appointing him or her, may sign in place of his or her appointor any resolutions to be consented to in writing.

15.5 Alternate Director Not an Agent

Every alternate director is deemed not to be the agent of his or her appointor.

15.6 Revocation of Appointment of Alternate Director

An appointor may at any time, by notice in writing received by the Company, revoke the appointment of an alternate director appointed by him or her.

15.7 Ceasing to be an Alternate Director

The appointment of an alternate director ceases when:

- (1) his or her appointor ceases to be a director and is not promptly re-elected or reappointed;
- (2) the alternate director dies;
- (3) the alternate director resigns as an alternate director by notice in writing provided to the Company or a lawyer for the Company;
- (4) the alternate director ceases to be qualified to act as a director; or
- (5) his or her appointor revokes the appointment of the alternate director.

15.8 Remuneration and Expenses of Alternate Director

The Company may reimburse an alternate director for the reasonable expenses that would be properly reimbursed if he or she were a director, and the alternate director is entitled to receive from the Company such proportion, if any, of the remuneration otherwise payable to the appointor as the appointor may from time to time direct.

16. Powers and Duties of Directors.

16.1 Powers of Management

The directors must, subject to the Business Corporations Act and these Articles, manage or supervise the management of the business and affairs of the Company and have the authority to exercise all such powers of the Company as are not, by the Business Corporations Act or by these Articles, required to be exercised by the shareholders of the Company.

16.2 Appointment of Attorney of Company

The directors may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles and excepting the power to fill vacancies in the board of directors, to remove a director, to change the membership of, or fill vacancies in, any committee of the directors, to appoint or remove officers appointed by the directors and to declare dividends) and for such period, and with such remuneration and subject to such conditions as the directors may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the directors think fit. Any such attorney may be authorized by the directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him or her.

17. Disclosure of Interest of Directors.

17.1 Obligation to Account for Profits

A director or senior officer who holds a disclosable interest (as that term is used in the Business Corporations Act) in a contract or transaction into which the Company has entered or proposes to enter is liable to account to the Company for any profit that accrues to the director or senior officer under or as a result of the contract or transaction only if and to the extent provided in the Business Corporations Act.

17.2 Restrictions on Voting by Reason of Interest

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter is not entitled to vote on any directors' resolution to approve that contract or transaction, unless all the directors have a disclosable interest in that contract or transaction, in which case any or all of those directors may vote on such resolution.

17.3 Interested Director Counted in Quorum

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter and who is present at the meeting of directors at which the contract or transaction is considered for approval may be counted in the quorum at the meeting whether or not the director votes on any or all of the resolutions considered at the meeting.

17.4 Disclosure of Conflict of Interest or Property

A director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer, must disclose the nature and extent of the conflict as required by the Business Corporations Act.

17.5 Director Holding Other Office in the Company

A director may hold any office or place of profit with the Company, other than the office of auditor of the Company, in addition to his or her office of director for the period and on the terms (as to remuneration or otherwise) that the directors may determine.

17.6 No Disqualification

No director or intended director is disqualified by his or her office from contracting with the Company either with regard to the holding of any office or place of profit the director holds with the Company or as vendor, purchaser or otherwise, and no contract or transaction entered into by or on behalf of the Company in which a director is in any way interested is liable to be voided for that reason.

17.7 Professional Services by Director or Officer

Subject to the Business Corporations Act, a director or officer, or any person in which a director or officer has an interest, may act in a professional capacity for the Company, except as auditor of the Company, and the director or officer or such person is entitled to remuneration for professional services as if that director or officer were not a director or officer.

17.8 Director or Officer in Other Corporations

A director or officer may be or become a director, officer or employee of, or otherwise interested in, any person in which the Company may be interested as a shareholder or otherwise, and, subject to the Business Corporations Act, the director or officer is not accountable to the Company for any remuneration or other benefits received by him or her as director, officer or employee of, or from his or her interest in, such other person.

18. Proceedings of Directors.

18.1 Meetings of Directors

The directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the directors held at regular intervals may be held at the place, at the time and on the notice, if any, as the directors may from time to time determine.

18.2 Voting at Meetings

Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

18.3 Chair of Meetings

The following individual is entitled to preside as chair at a meeting of directors:

- (1) the chair of the board, if any;
- (2) in the absence of the chair of the board, the president, if any, if the president is a director; or
- (3) any other director chosen by the directors if:
 - (a) neither the chair of the board nor the president, if a director, is present at the meeting within 15 minutes after the time set for holding the meeting;
 - (b) neither the chair of the board nor the president, if a director, is willing to chair the meeting; or
 - (c) the chair of the board and the president, if a director, have advised the secretary, if any, or any other director, that they will not be present at the meeting.

18.4 Meetings by Telephone or Other Communications Medium

A director may participate in a meeting of the directors or of any committee of the directors in person or by telephone if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director may participate in a meeting of the directors or of any committee of the directors by a communications medium other than telephone if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all directors who wish to participate in the meeting agree to such participation. A director who participates in a meeting in a manner contemplated by this Article 18.4 is deemed for all purposes of the Business Corporations Act and these Articles to be present at the meeting and to have agreed to participate in that manner.

18.5 Calling of Meetings

A director may, and the secretary or an assistant secretary of the Company, if any, on the request of a director must, call a meeting of the directors at any time.

18.6 Notice of Meetings

Other than for meetings held at regular intervals as determined by the directors pursuant to Article 18.1, reasonable notice of each meeting of the directors, specifying the place, day and time of that meeting must be given to each of the directors and the alternate directors by any method set out in Article 24.1 or orally or by telephone.

18.7 When Notice Not Required

It is not necessary to give notice of a meeting of the directors to a director or an alternate director if:

- (1) the meeting is to be held immediately following a meeting of shareholders at which that director was elected or appointed, or is the meeting of the directors at which that director is appointed; or
- (2) the director or alternate director, as the case may be, has waived notice of the meeting.

18.8 Meeting Valid Despite Failure to Give Notice

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any director or alternate director, does not invalidate any proceedings at that meeting.

18.9 Waiver of Notice of Meetings

Any director or alternate director may send to the Company a document signed by him or her waiving notice of any past, present or future meeting or meetings of the directors and may at any time withdraw that waiver with respect to meetings held after that withdrawal. After sending a waiver with respect to all future meetings and until that waiver is withdrawn, no notice of any meeting of the directors need be given to that director and, unless the director otherwise requires by notice in writing to the Company, to his or her alternate director, and all meetings of the directors so held are deemed not to be improperly called or constituted by reason of notice not having been given to such director or alternate director.

18.10 Quorum

The quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is deemed to be a majority of the number last determined under Article 13.1.

18.11 Validity of Acts Where Appointment Defective

Subject to the Business Corporations Act, an act of a director or officer is not invalid merely because of an irregularity in the election or appointment or a defect in the qualification of that director or officer.

18.12 Consent Resolutions in Writing

A resolution of the directors or of any committee of the directors consented to in writing by all of the directors entitled to vote on it, whether by signed document, fax, email or any other method of transmitting legibly recorded

messages, is as valid and effective as if it had been passed at a meeting of the directors or of the committee of the directors duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in that manner is effective on the date stated in the resolution or on the latest date stated on any counterpart. A resolution of the directors or of any committee of the directors passed in accordance with this Article 18.12 is deemed to be a proceeding at a meeting of directors or of the committee of the directors and to be as valid and effective as if it had been passed at a meeting of the directors or of the committee of the directors that satisfies all the requirements of the Business Corporations Act and all the requirements of these Articles relating to meetings of the directors or of a committee of the directors.

19. Executive and Other Committees.

19.1 Appointment and Powers of Executive Committee

The directors may, by resolution, appoint an executive committee consisting of the director or directors that they consider appropriate, and this committee has, during the intervals between meetings of the board of directors, all of the directors' powers, except:

- (1) the power to fill vacancies in the board of directors;
- (2) the power to remove a director;
- (3) the power to change the membership of, or fill vacancies in, any committee of the directors; and
- (4) such other powers, if any, as may be set out in the resolution or any subsequent directors' resolution.

19.2 Appointment and Powers of Other Committees

The directors may, by resolution:

(1) appoint one or more committees (other than the executive committee) consisting of the director or directors that they consider appropriate;

(2) delegate to a committee appointed under paragraph (1) any of the directors' powers, except:

- (a) the power to fill vacancies in the board of directors;
- (b) the power to remove a director;
- (c) the power to change the membership of, or fill vacancies in, any committee of the directors; and
- (d) the power to appoint or remove officers appointed by the directors; and

(3) make any delegation referred to in paragraph (2) subject to the conditions set out in the resolution or any subsequent directors' resolution.

19.3 Obligations of Committees

Any committee appointed under Articles 19.1 or 19.2, in the exercise of the powers delegated to it, must:

- (1) conform to any rules that may from time to time be imposed on it by the directors; and
- (2) report every act or thing done in exercise of those powers at such times as the directors may require.

19.4 Powers of Board

The directors may, at any time, with respect to a committee appointed under Articles 19.1 or 19.2:

(1) revoke or alter the authority given to the committee, or override a decision made by the committee, except as to acts done before such revocation, alteration or overriding;

(2) terminate the appointment of, or change the membership of, the committee; and

(3) fill vacancies in the committee.

19.5 Committee Meetings

Subject to Article 19.3(1) and unless the directors otherwise provide in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under Articles 19.1 or 19.2:

(1) the committee may meet and adjourn as it thinks proper;

(2) the committee may elect a chair of its meetings but, if no chair of a meeting is elected, or if at a meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting;

(3) a majority of the members of the committee constitutes a quorum of the committee; and

(4) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting does not have a second or casting vote.

20. Officers.

20.1 Directors May Appoint Officers

The directors may, from time to time, appoint such officers, if any, as the directors determine and the directors may, at any time, terminate any such appointment.

20.2 Functions, Duties and Powers of Officers

The directors may, for each officer:

- (1) determine the functions and duties of the officer;

(2) entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors think fit; and

(3) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.

20.3 Qualifications

No officer may be appointed unless that officer is qualified in accordance with the Business Corporations Act. One person may hold more than one position as an officer of the Company. Any person appointed as the chair of the board or as the managing director must be a director. Any other officer need not be a director.

20.4 Remuneration and Terms of Appointment

All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the directors think fit and are subject to termination at the pleasure of the directors, and an officer may in addition to such remuneration be entitled to receive, after he or she ceases to hold such office or leaves the employment of the Company, a pension or gratuity.

21. Indemnification.

21.1 Definitions

In this Article 21:

(1) "eligible penalty" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;

(2) "eligible proceeding" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which a director, former director or alternate director of the Company (an "eligible party") or any of the heirs and legal personal representatives of the eligible party, by reason of the eligible party being or having been a director or alternate director of the Company:

(a) is or may be joined as a party; or

(b) is or may be liable for or in respect of a judgment, penalty or fine in, or expenses related to, the proceeding;

(3) "expenses" has the meaning set out in the Business Corporations Act.

21.2 Mandatory Indemnification of Directors and Former Directors

Subject to the Business Corporations Act, the Company must indemnify a director, former director or alternate director of the Company and his or her heirs and legal personal representatives against all eligible penalties to which such person is or may be liable, and the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each director and alternate director is deemed to have contracted with the Company on the terms of the indemnity contained in this Article 21.2.

21.3 Indemnification of Other Persons

Subject to any restrictions in the Business Corporations Act, the Company may indemnify any person.

21.4 Non-Compliance with Business Corporations Act

The failure of a director, alternate director or officer of the Company to comply with the Business Corporations Act or these Articles does not invalidate any indemnity to which he or she is entitled under this Part.

21.5 Company May Purchase Insurance

The Company may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal personal representatives) who:

(1) is or was a director, alternate director, officer, employee or agent of the Company;

(2) is or was a director, alternate director, officer, employee or agent of a corporation at a time when the corporation is or was an affiliate of the Company;

(3) at the request of the Company, is or was a director, alternate director, officer, employee or agent of a corporation or of a partnership, trust, joint venture or other unincorporated entity;

(4) at the request of the Company, holds or held a position equivalent to that of a director, alternate director or officer of a partnership, trust, joint venture or other unincorporated entity;

against any liability incurred by him or her as such director, alternate director, officer, employee or agent or person who holds or held such equivalent position.

22. Dividends.

22.1 Payment of Dividends Subject to Special Rights

The provisions of this Article 22 are subject to the rights, if any, of shareholders holding shares with special rights as to dividends.

22.2 Declaration of Dividends

Subject to the Business Corporations Act, the directors may from time to time declare and authorize payment of such dividends as they may deem advisable.

22.3 No Notice Required

The directors need not give notice to any shareholder of any declaration under Article 22.2.

22.4 Record Date

The directors may set a date as the record date for the purpose of determining shareholders entitled to receive payment of a dividend. The record date must not precede the date on which the dividend is to be paid by more than two months. If no record date is set, the record date is 5 p.m. on the date on which the directors pass the resolution declaring the dividend.

22.5 Manner of Paying Dividend

A resolution declaring a dividend may direct payment of the dividend wholly or partly by the distribution of specific assets or of fully paid shares or of bonds, debentures or other securities of the Company, or in any one or more of those ways.

22.6 Settlement of Difficulties

If any difficulty arises in regard to a distribution under Article 22.5, the directors may settle the difficulty as they deem advisable, and, in particular, may:

- (1) set the value for distribution of specific assets;
- (2) determine that cash payments in substitution for all or any part of the specific assets to which any shareholders are entitled may be made to any shareholders on the basis of the value so fixed in order to adjust the rights of all parties; and
- (3) vest any such specific assets in trustees for the persons entitled to the dividend.

22.7 When Dividend Payable

Any dividend may be made payable on such date as is fixed by the directors.

22.8 Dividends to be Paid in Accordance with Number of Shares

All dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

22.9 Receipt by Joint Shareholders

If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

22.10 Dividend Bears No Interest

No dividend bears interest against the Company.

22.11 Fractional Dividends

If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

22.12 Payment of Dividends

Any dividend or other distribution payable in cash in respect of shares may be paid by cheque, made payable to the order of the person to whom it is sent, and mailed to the address of the shareholder, or in the case of joint shareholders, to the address of the joint shareholder who is first named on the central securities register, or to the person and to the address the shareholder or joint shareholders may direct in writing. The mailing of such cheque will, to the extent of the sum represented by the cheque (plus the amount of the tax required by law to be deducted), discharge all liability for the dividend unless such cheque is not paid on presentation or the amount of tax so deducted is not paid to the appropriate taxing authority.

22.13 Capitalization of Surplus

Notwithstanding anything contained in these Articles, the directors may from time to time capitalize any surplus of the Company and may from time to time issue, as fully paid, shares or any bonds, debentures or other securities of the Company as a dividend representing the surplus or any part of the surplus.

23. Documents, Records and Reports.

23.1 Recording of Financial Affairs

The directors must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Company and to comply with the Business Corporations Act.

23.2 Inspection of Accounting Records

Unless the directors determine otherwise, or unless otherwise determined by ordinary resolution, no shareholder of the Company is entitled to inspect or obtain a copy of any accounting records of the Company.

24. Notices.

24.1 Method of Giving Notice

Unless the Business Corporations Act or these Articles provides otherwise, a notice, statement, report or other record required or permitted by the Business Corporations Act or these Articles to be sent by or to a person may be sent by any one of the following methods:

- (1) mail addressed to the person at the applicable address for that person as follows:
 - (a) for a record mailed to a shareholder, the shareholder's registered address;
 - (b) for a record mailed to a director or officer, the prescribed address for mailing shown for the director or officer in the records kept by the Company or the mailing address provided by the recipient for the sending of that record or records of that class;
 - (c) in any other case, the mailing address of the intended recipient;
- (2) delivery at the applicable address for that person as follows, addressed to the person:
 - (a) for a record delivered to a shareholder, the shareholder's registered address;
 - (b) for a record delivered to a director or officer, the prescribed address for delivery shown for the director or officer in the records kept by the Company or the delivery address provided by the recipient for the sending of that record or records of that class;
 - (c) in any other case, the delivery address of the intended recipient;
- (3) sending the record by fax to the fax number provided by the intended recipient for the sending of that record or records of that class;
- (4) sending the record by email to the email address provided by the intended recipient for the sending of that record or records of that class;
- (5) physical delivery to the intended recipient.

24.2 Deemed Receipt of Mailing

A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Article 24.1 is deemed to be received by the person to whom it was mailed on the day, Saturdays, Sundays and holidays excepted, following the date of mailing.

24.3 Certificate of Sending

A certificate signed by the secretary, if any, or other officer of the Company or of any other corporation acting in that behalf for the Company stating that a notice, statement, report or other record was addressed as required by Article 24.1, prepaid and mailed or otherwise sent as permitted by Article 24.1 is conclusive evidence of that fact.

24.4 Notice to Joint Shareholders

A notice, statement, report or other record may be provided by the Company to the joint shareholders of a share by providing the notice to the joint shareholder first named in the central securities register in respect of the share.

24.5 Notice to Trustees

A notice, statement, report or other record may be provided by the Company to the persons entitled to a share in consequence of the death, bankruptcy or incapacity of a shareholder by:

- (1) mailing the record, addressed to them:
 - (a) by name, by the title of the legal personal representative of the deceased or incapacitated shareholder, by the title of trustee of the bankrupt shareholder or by any similar description; and
 - (b) at the address, if any, supplied to the Company for that purpose by the persons claiming to be so entitled; or
- (2) if an address referred to in paragraph (1)(b) has not been supplied to the Company, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

25. Seal.

25.1 Who May Attest Seal

Except as provided in Articles 25.2 and 25.3, the Company's seal, if any, must not be impressed on any record except when that impression is attested by the signatures of:

- (1) any two directors;
- (2) any officer, together with any director;
- (3) if the Company only has one director, that director; or
- (4) any one or more directors or officers or persons as may be determined by the directors.

25.2 Sealing Copies

For the purpose of certifying under seal a certificate of incumbency of the directors or officers of the Company or a true copy of any resolution or other document, despite Article 25.1, the impression of the seal may be attested by the signature of any director or officer.

25.3 Mechanical Reproduction of Seal

The directors may authorize the seal to be impressed by third parties on share certificates or bonds, debentures or other securities of the Company as they may determine appropriate from time to time. To enable the seal to be impressed on any share certificates or bonds, debentures or other securities of the Company, whether in definitive or interim form, on which facsimiles of any of the signatures of the directors or officers of the Company are, in accordance with the Business Corporations Act or these Articles, printed or otherwise mechanically reproduced, there may be delivered to the person employed to engrave, lithograph or print such definitive or interim share certificates or bonds, debentures

or other securities one or more unmounted dies reproducing the seal and the chair of the board or any senior officer together with the secretary, treasurer, secretary-treasurer, an assistant secretary, an assistant treasurer or an assistant secretary-treasurer may in writing authorize such person to cause the seal to be impressed on such definitive or interim share certificates or bonds, debentures or other securities by the use of such dies. Share certificates or bonds, debentures or other securities to which the seal has been so impressed are for all purposes deemed to be under and to bear the seal impressed on them.

26. Prohibitions.

26.1 Definitions

In this Article 26:

(1) "designated security" means:

(a) a voting security of the Company;

(b) a security of the Company that is not a debt security and that carries a residual right to participate in the earnings of the Company or, on the liquidation or winding up of the Company, in its assets; or

(c) a security of the Company convertible, directly or indirectly, into a security described in paragraph (a) or (b);

(2) "security" has the meaning assigned in the Securities Act (British Columbia);

(3) "voting security" means a security of the Company that:

(a) is not a debt security, and

(b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

26.2 Application

Article 26.3 does not apply to the Company if and for so long as it is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply.

26.3 Consent Required for Transfer of Shares or Designated Securities

No share or designated security may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.

27. Special Rights and Restrictions.

27.1 Liquidation or Bankruptcy

In the event of a voluntary or involuntary liquidation or bankruptcy of the Company, the holders of the Preferred Shares shall be entitled to be paid \$1.00 per share, together with accrued and unpaid dividends (which for such purpose shall be treated as if such dividends were accruing up to the date of such distribution) in priority to any return of capital in respect of any other of the Company's shares.

27.2 Redemption

The Company shall be entitled at its option to redeem all or any of the said Preferred Shares at any time at a price of \$1.00 per share, together with accrued and unpaid

dividends upon giving thirty days' notice in writing accordingly to the registered holders thereof; such redemption may be carried out in such manner as the Directors may determine.

27.3 Voting

Subject to the provisions of the Business Corporations Act (British Columbia), the holders of the Preferred Shares shall not be entitled to vote at any general meeting or to receive notice thereof.

Référence de publication: 2013135991/1000.

(130165632) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 septembre 2013.

Luxury Brand Development S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.

R.C.S. Luxembourg B 71.330.

Les comptes consolidés 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.

LUXURY BRAND DEVELOPMENT S.A.

Société Anonyme

Référence de publication: 2013129602/12.

(130157756) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2013.

Lagorum SA, Société Anonyme.

Siège social: L-2680 Luxembourg, 10, rue de Vianden.
R.C.S. Luxembourg B 85.326.

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EXTRAIT

Il résulte de la résolution prise par l'Assemblée Générale tenue en date du 12 septembre 2013 que:

Les mandats des administrateurs et du commissaire aux comptes étant venus à échéance, l'Assemblée a pris note du changement d'adresse de Mr Steve Lang du 63, rue de Strassen L-8094 Bertrange au 100, rue des Champs L-8053 Bertrange.

L'assemblée décide de reconduire les mandats des administrateurs Monsieur Steve Lang, gérant, demeurant 100, rue des Champs L-8053 Bertrange Monsieur Yves Schmit, comptable, demeurant 1, place du Théâtre L-2613 Luxembourg et Madame Carine Bittler, administrateur de sociétés, demeurant 1, place du Théâtre L-2613 Luxembourg.

La Société de Gestion Comptable S. à r.l. ayant son siège 1, place du Théâtre L-2613 Luxembourg est réélue au poste de commissaire aux comptes.

L'ensemble des mandats prendra fin lors de l'assemblée générale ordinaire qui se tiendra en 2019.

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

Luxembourg.

Pour la société

Un mandataire

Référence de publication: 2013130178/22.

(130158588) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Lux2B Property S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 128.529.

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Extrait des décisions prises par l'associée unique en date du 5 septembre 2013

1. M. Philippe TOUSSAINT a démissionné de son mandat de gérant de catégorie B.

2. Mme Virginie GUILLAUME, administrateur de sociétés, née à Libramont (Belgique), le 17 octobre 1981, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommée comme gérante de catégorie B pour une durée indéterminée.

Luxembourg, le 16 septembre 2013.

Pour extrait sincère et conforme

Pour Lux2B Property S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013130177/16.

(130158576) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Millicom Global Employment Company S.à r.l., Société à responsabilité limitée.

Siège social: L-3372 Leudelange, 15, rue Léon Laval.
R.C.S. Luxembourg B 162.501.

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Acte rectificatif de l'acte déposé le 29 juillet 2011 sous L110123861

In the year two thousand eleven, on the twenty-second of July.

Before us Maître Henri HELLINCKX, notary residing in Luxembourg.

There appeared:

Millicom International Cellular S.A., having its registered office in 15, rue Léon Laval, L-3372 Leudelange, registered in the Luxembourg trade and company register of Luxembourg under number B 40630,
here represented by Cândida Gillespie, with professional address at 15 rue Léon Laval, L-3372 Leudelange,
by virtue of a proxy given under private seal.

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

Such appearing party, represented as thereabove mentioned, has requested the undersigned notary to inscribe as follows the articles of association of a société à responsabilité limitée:

Art. 1. There is formed by those present between the parties noted above and all persons and entities who may become partners in future, a company with limited liability (société à responsabilité limitée) which will be governed by law pertaining to such an entity as well as by present articles.

Art. 2. The purpose of the Company is the provision of services and advice of any nature and among others in the fields of social secretariat, calculation of remunerations and salaries, management of human resources, the realisation of project management and bookkeeping and all thereto related service provisions, exclusively in favour of Luxembourg or foreign companies or entities part of the same group of companies the Company belongs to.

The Company may further borrow and grant loans, advance payments or otherwise assist the companies part of the same group of companies the Company belongs to.

The Company may carry out any commercial, industrial, financial, personal, and real estate operations, connected with its corporate purpose.

The Company may, in general, carry out any deed, transaction or commercial, industrial or financial and real estate activities or operations, directly or indirectly connected with its corporate purpose or which it may deem useful in the accomplishment and development of its purpose.

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

Art. 4. The Company will have the name "MILLICOM GLOBAL EMPLOYMENT COMPANY S.à r.l.".

Art. 5. The registered office is established in Leudelange.

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

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

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

Art. 6. The capital is set at TWENTY THOUSAND U.S. DOLLARS (20,000.- USD) divided into two hundred (200) share quotas of ONE HUNDRED U.S. DOLLARS (100.- USD) each.

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

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

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

Art. 10. The company's shares are transferable between partners, however any sharetransfer between partners is subject to prior written approval of all existing partners. They may only be disposed of to new partners following the passing of a resolution of all the partners in general meeting, stating prior written approval from all existing partners representing one hundred percent of the total share capital of the Company.

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

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

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

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

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

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

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

In case of plurality of managers the resolutions of the board of managers shall be adopted unanimously.

Art. 13. The manager or the managers (as the case may be) assume, by reason of his/their position, no personal liability in relation to any commitment validly made by him/them in the name of the Company, except for actions performed and/or transactions concluded by the manager and/or the board of managers outside the scope of authorization given to the manager and/or the board of managers by the Articles of the Company.

Art. 14. Each partner may take part in collective decisions irrespective of the numbers of shares which he owns. Each partner has voting rights commensurate with his shareholding. Each partner may appoint a proxy to represent him at meetings.

Collective decisions are only validly taken in so far as they are jointly adopted by all the partners of the Company, representing the Company's total share capital. Resolutions to alter the articles and particularly to liquidate the Company may only be carried by all the partners jointly, owning the Company's total share capital.

Art. 15. The Company's year starts on the 1st of January and ends on the 31st of December, with the exception of the first year, which shall begin on the date of the formation of the Company and shall terminate on the 31st of December 2012.

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

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

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

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

The manager or, in case of plurality of managers, the board of managers is authorized to decide and to distribute interim dividends at any time, under the following conditions:

1. The manager or, in case of plurality of managers, the board of managers will prepare interim statement of accounts which are the basis for the distribution of interim dividends;

2. These interim statement of accounts shows that sufficient funds are available for distribution, it being understood that the amount to be distributed may not exceed realized profits as per the end of the last fiscal year, increased by carried forward profits and distributable reserves but decreased by carried forward losses and sums to be allocated to a reserve in accordance with the Law or these Articles.

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

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

Subscription - Payment

The share quotas have been subscribed par the sole partner, Millicom International Cellular S.A., prenamed.

The share quotas have been fully paid up in cash, so that the sum of TWENTY THOUSAND U.S. DOLLARS (20,000.- USD) is now available to the company, proof of which has been given to the undersigned notary who acknowledges it.

Estimate

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

Resolutions of the sole partner

1) The company will be administered by four managers for an unlimited period:

- Mikael Grahne, born in Helsingfors, Finland, on 09 March 1953 with professional address at 15 rue Léon Laval, L-3372 Leudelange;

- François-Xavier Roger, born in Brest, France, on 14 May 1962, with professional address at 15 rue Léon Laval, L-3372 Leudelange;

- Jo Leclere, born in Sint-Truiden, Belgium on 12 April 1966 with professional address at 15 rue Léon Laval, L-3372 Leudelange, Luxembourg;

- Bruno Nieuwland, born in 's-Gravenhage, The Netherlands, on 08 May 1970, with professional address at 15 rue Léon Laval, L-3372 Leudelange.

2) The address of the corporation is in L-3372 Leudelange, 15, rue Léon Laval.

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

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 person appearing, the said proxyholder signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

L'an deux mil onze, le vingt-deux juillet.

Pardevant Maître Henri HELLINCKX, notaire de résidence à Luxembourg.

A COMPARU:

Millicom International Cellular S.A., ayant son siège social au 15, rue Léon Laval, L-3372 Leudelange, inscrite au registre de commerce et des sociétés à Luxembourg sous le numéro B 40630,

ici représentée par Candida Gillespie, avec adresse professionnelle au 15 rue Léon Laval, L-3372 Leudelange, en vertu d'une procuration sous seing privé.

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

Laquelle partie comparante, représentée comme dit ci-avant, a requis le notaire instrumentant de dresser acte d'une société à responsabilité limitée comme suit:

Art. 1^{er}. Il est formé par les présentes entre les propriétaires actuels des parts ci-après créées et tous ceux qui pourront le devenir dans la suite, une société à responsabilité limitée qui sera régie par les lois y relatives ainsi que par les présents statuts.

Art. 2. La société a pour objet la prestation de services et de conseils de toute nature et notamment dans les domaines de secrétariat social, de calcul de rémunérations et de salaires, de gestion des ressources humaines, de réalisation de projets et de comptabilité, ainsi que toutes prestations de services annexes, exclusivement en faveur de sociétés ou d'entités luxembourgeoises ou étrangères du groupe de sociétés auquel elle appartient.

La société peut emprunter et accorder à d'autres sociétés du groupe de sociétés auquel elle appartient, tous concours, prêts, avances ou garanties.

La société pourra aussi accomplir toutes opérations commerciales, industrielles ou financières, ainsi que tous transferts de propriété immobiliers ou mobiliers en relation avec son objet social.

Elle pourra, d'une façon générale, faire tous actes, transactions ou opérations commerciales, financières, mobilières et immobilières, se rapportant directement ou indirectement à son objet social ou qui seraient de nature à en faciliter ou développer la réalisation.

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

Art. 4. La Société aura la dénomination "MILLICOM GLOBAL EMPLOYMENT COMPANY S.à r.l.".

Art. 5. Le siège social est établi à Leudelange.

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

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

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

Art. 6. Le capital social est fixé à la somme de VINGT MILLE U.S. DOLLARS (20.000.- USD) représenté par deux cents (200) parts sociales de CENT U.S. DOLLARS (100.- USD) chacune.

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

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

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

Art. 10. Les parts sociales sont cessibles entre associés, cependant tout transfert de parts sociales entre associés est soumis préalablement à une approbation écrite de la part de la totalité des associés existants. Elles ne peuvent être cédées entre vifs à des non-associés que moyennant l'agrément donné en assemblée générale des associés indiquant l'approbation écrite préalable de tous les associés existants représentant 100% du capital social total de la société.

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

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

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

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

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

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

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

En cas de pluralité des gérants, les résolutions du conseil de gérance seront adoptées unanimement.

Art. 13. Le ou les gérants ne contractent à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société, excepté pour les opérations et/ou transactions conclues par le gérant unique et/ou le conseil de gérance en dehors de l'autorisation donnée au gérant unique et/ou conseil de gérance par les Statuts de la société.

Art. 14. Chaque associé peut participer aux décisions collectives, quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts qu'il possède. Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Les décisions collectives ne sont valablement prises que pour autant qu'elles sont adoptées conjointement par tous les associés de la société, représentant la totalité du capital social de la société. Toute résolution en relation avec le changement des statuts et particulièrement la liquidation de la société ne peut être décidée que par la totalité des associés, conjointement, ceux-ci détenant la totalité du capital social de la société.

Art. 15. L'année sociale commence le premier janvier et se termine le 31 décembre, à l'exception de la première année qui débutera à la date de constitution et se terminera le 31 décembre 2012.

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

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

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

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

Le gérant ou, en cas de pluralité de gérants, le conseil de gérance est autorisé à décider et à distribuer des dividendes intérimaires, à tout moment, sous les conditions suivantes:

1. Le gérant ou, en cas de pluralité de gérants, le conseil de gérance préparera une situation intérimaires des comptes de la société qui constituera la base pour la distribution des dividendes intérimaires;

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

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

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

Souscription - Libération

Les parts sociales ont été souscrites par l'associé unique, Millicom International Cellular S.A., préqualifiée.

Toutes les parts sociales ont été intégralement souscrites et libérées par des versements en espèces, de sorte que la somme de VINGT MILLE U.S. DOLLARS (20.000.- USD) se trouve dès maintenant à la disposition de la société, ce dont il a été justifié au notaire instrumentant qui le constate expressément.

Frais

Le comparant a évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge à raison de sa constitution à environ EUR 1.200.-

Décisions de l'associé unique

1) La société est administrée par quatre gérants pour une durée indéterminée:

- Mikael Grahne, né à Helsingfors, Finlande, le 09 mars 1953, avec adresse professionnelle au 15 rue Léon Laval, L-3372 Leudelage;
- François-Xavier Roger, né à Brest, France le 14 mai 1962, avec adresse professionnelle au 15 rue Léon Laval, L-3372 Leudelage;
- Jo Leclere, né à Sint-Truiden, Belgique, le 12 avril 1966 avec adresse professionnelle au 15 rue Léon Laval, L-3372 Leudelage;
- Bruno Nieuwland, né à 's-Gravenhage, Pays-Bas, le 08 mai 1970, avec adresse professionnelle au 15 rue Léon Laval, L-3372 Leudelage.

2) L'adresse du siège social est fixée à L-3372 Leudelage, 15, rue Léon Laval.

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

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

Et après lecture faite et interprétation donnée au mandataire de la partie comparante, ce mandataire a signé le présent acte avec le notaire.

Signé: C. GILLESPIE et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 25 juillet 2011. Relation: LAC/2011/33562. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): F. SANDT.

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

Luxembourg, le 16 septembre 2013.

Référence de publication: 2013130214/254.

(130158339) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Luxury Brand Development S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.

R.C.S. Luxembourg B 71.330.

Extrait du Procès-Verbal de la Réunion du Conseil d'Administration tenue le 22 mai 2013

Cinquième résolution:

Le Conseil d'Administration décide de renouveler le mandat de Monsieur Paul Jeanbart en tant qu'administrateur délégué à la gestion journalière avec effet au 21 juin 2013. Son mandat prendra fin lors de l'Assemblée Générale qui doit se tenir en 2014.

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

LUXURY BRAND DEVELOPMENT S.A.

Société Anonyme

Référence de publication: 2013130185/15.

(130158285) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Luxors, Société à responsabilité limitée.

Siège social: L-1528 Luxembourg, 8, boulevard de la Foire.

R.C.S. Luxembourg B 89.311.

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: 2013130184/10.

(130158636) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Lumawi SA, Société Anonyme.

Siège social: L-2132 Luxembourg, 36, avenue Marie-Thérèse.

R.C.S. Luxembourg B 51.097.

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

125163

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 21 août 2013.

GERARD Rachel.

Référence de publication: 2013130183/10.

(130158603) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

New Jersey S.A., Société Anonyme.

Capital social: EUR 31.000,00.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 120.745.

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EXTRAIT

Il résulte d'une décision prise par l'associé unique de la Société en date du 13 septembre 2013 que:

- La démission de Monsieur Peter Dickinson, de ses fonctions d'administrateur de la Société, a été acceptée avec effet au 13 septembre 2013.

- Madame Alexandra Fantuz, née le 25 septembre 1974 à Hayange, France, avec adresse professionnelle au 51 avenue John F. Kennedy, L-1855 Luxembourg, a été nommée aux fonctions d'administrateur de la Société en remplacement de Monsieur Dickinson démissionnaire, avec effet au 13 septembre 2013, jusqu'à l'assemblée générale annuelle qui se tiendra en l'année 2018.

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

Luxembourg, le 13 septembre 2013.

Pour extrait sincère et conforme

Sanne Group (Luxembourg) S.A.

Référence de publication: 2013130222/19.

(130158440) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Luxury Brand Development S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.

R.C.S. Luxembourg B 71.330.

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Extrait du Procès-Verbal de l'Assemblée Générale Ordinaire tenue de manière extraordinaire le 21 juin 2013

Septième résolution:

L'Assemblée Générale décide de renouveler avec effet immédiat le mandat des Administrateurs suivants:

Monsieur Patrick Chalhoub, administrateur de sociétés, domicilié professionnellement au Michel Chalhoub Trading 261075, Dubai, Emirats Arabes Unis;

Monsieur Paul Jeanbart, administrateur de sociétés, domicilié professionnellement au 30-32 Chemin du Petit-Saconnex, CH-1211 Genève 19, Suisse;

La société ROLACO HOLDING SA, ayant son siège social au 15, avenue Emile Reuter, L-2420 Luxembourg et immatriculée auprès du registre de commerce et des sociétés sous le numéro B 15748;

Monsieur Antoine Chalhoub administrateur de sociétés, domicilié professionnellement au Salhia Commercial Complex, Gate8 - 1st floor, PO Box 21074, 13071 Safat - Kuwait;

Monsieur Charles-Helen des Isnards, administrateur de sociétés, domicilié professionnellement au 4-6 rue Gaillon, F-70002 Paris;

ainsi que celui de Réviseur d'entreprise agréé de la société Ernst & Young S.A., ayant son siège social au 7, parc d'activité Syrdall, L-5365 Munsbach, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 47771,

pour une nouvelle période de un an jusqu'à l'issue de l'Assemblée Générale Statutaire annuelle qui se tiendra en 2014.

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

LUXURY BRAND DEVELOPMENT S.A.

Société Anonyme

Référence de publication: 2013130186/27.

(130158285) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Luymo S.A., Société Anonyme.

Siège social: L-1660 Luxembourg, 4, Grand-rue.

R.C.S. Luxembourg B 148.679.

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

Signature.

Référence de publication: 2013130187/10.

(130158416) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Lombard Odier Funds II, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 106.666.

Extrait des résolutions prises lors du Conseil d'Administration du 11 septembre 2013

En date du 11 septembre 2013, le Conseil d'Administration a décidé:

- d'accepter la démission, avec effet au 11 septembre 2013, de Monsieur Alexandre Meyer en qualité d'administrateur.
- de nommer par cooptation Monsieur Johannes Gerardus Simon Maria Straatman (alias Jan Straatman), en tant qu'administrateur avec effet au 11 septembre 2013 jusqu'à la prochaine Assemblée Générale Ordinaire prévue en 2014. L'adresse professionnelle de Monsieur Johannes Gerardus Simon Maria Straatman est Queensberry House, 3 Old Burlington Street, W1S 3AB Londres, Royaume-Uni.

Luxembourg, le 12 septembre 2013.

Pour extrait sincère et conforme

Pour Lombard Odier Funds II

Référence de publication: 2013130182/17.

(130158134) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Mac's Luxembourg, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 152.901.

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

Luxembourg, le 16 septembre 2013.

Référence de publication: 2013130192/10.

(130158347) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Mésanges Immobilière S.A., Société Anonyme.

Siège social: L-9273 Diekirch, 10, op der Schleed.

R.C.S. Luxembourg B 109.046.

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: 2013130191/10.

(130158393) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Luymo S.A., Société Anonyme.

Siège social: L-1660 Luxembourg, 4, Grand-rue.

R.C.S. Luxembourg B 148.679.

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

Signature.

Référence de publication: 2013130189/10.

(130158418) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Luomo S.A., Société Anonyme.

Siège social: L-1660 Luxembourg, 4, Grand-rue.
R.C.S. Luxembourg B 148.679.

Les comptes annuels au 31 décembre 2010 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: 2013130188/10.

(130158417) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

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

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 112.596.

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

Luxembourg, le 5 septembre 2013.

Moncour S.à r.l.

G.B.A.D. Cousin / Manacor (Luxembourg) S.A.

- / Signature

Gérant A / Gérant B

Référence de publication: 2013130201/14.

(130158110) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Lone Star Capital Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-2557 Luxembourg, 7, rue Robert Stümper.
R.C.S. Luxembourg B 91.796.

Les statuts coordonnés de la société 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 16 septembre 2013.

Référence de publication: 2013130175/10.

(130158612) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Liberté Services et Conseils S.A., Société Anonyme.

Siège social: L-1630 Luxembourg, 26, rue Glesener.
R.C.S. Luxembourg B 129.010.

Les comptes annuels au 31/12/2010 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 16 septembre 2013.

Un mandataire

Référence de publication: 2013130174/11.

(130158629) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Lara JV Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-1931 Luxembourg, 41, avenue de la Liberté.
R.C.S. Luxembourg B 124.317.

Les comptes annuels au 31 decembre 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.

Un mandataire

Référence de publication: 2013130173/10.

(130158685) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Lone Star Capital Investments S.à r.l., Société à responsabilité limitée.

Capital social: EUR 35.595.375,00.

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

R.C.S. Luxembourg B 91.796.

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

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

There appeared:

1. Lone Star Global Holdings, Ltd., a limited liability company established in Washington Mall, Suite 304, 7 Reid Street, Hamilton HM 11, Bermuda, registered under the number 32897 with the Bermuda Registrar of Companies,

hereby represented by Mr. Gianpiero Saddi, employee, professionally residing in Luxembourg, by virtue of a power of attorney, given in Hamilton, Bermuda, on 4 September 2013;

2. Lone Star Global Holdings II Limited, a limited liability company established Washington Mall, Suite 304, 7 Reid Street, Hamilton HM 11, Bermuda, registered under the number 45594 with the Bermuda Registrar of Companies,

hereby represented by Mr. Gianpiero Saddi, employee, professionally residing in Luxembourg, by virtue of a power of attorney, given in Hamilton, Bermuda, on 4 September 2013; and

3. Lone Star Global Lendings II Limited, a limited liability company established in Washington Mall, Suite 304, 7 Reid Street, Hamilton HM 11, Bermuda, registered under number 45592 with the Bermuda Registrar of Companies,

hereby represented by Mr. Gianpiero Saddi, employee, professionally residing in Luxembourg, by virtue of a power of attorney, given in Hamilton, Bermuda, on 4 September 2013.

collectively referred to as the Shareholders.

Said proxies, after having been signed *ne varietur* by the proxyholder of the appearing parties and the undersigned notary, shall remain annexed to the present deed, to be filed with the registration authorities.

Such appearing parties have requested the undersigned notary to act that they represent the entire share capital of the limited liability company (société à responsabilité limitée) denominated "Lone Star Capital Investments S.à r.l.", registered with the Luxembourg Trade and Companies Register under number B 91796, established under the laws of the Grand Duchy of Luxembourg, having its registered office at 7, rue Robert Stümper, L-2557 Luxembourg (the Company), incorporated pursuant to a deed of Maître André-Jean-Joseph Schwachtgen, notary then residing in Luxembourg, dated 14 February 2003, published in the Mémorial C, Recueil des Sociétés et Associations N° 311 of 22 March 2003, amended several times and for the last time by a deed of the undersigned notary dated 31 July 2013, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

The Shareholders declare that the entire share capital is represented at the present extraordinary general meeting which is thus duly constituted and may validly deliberate and decide on all the items of the agenda. The Shareholders waive the convening notice as they declare having been previously informed about the agenda of the meeting, which is as follows:

Agenda

1. Registration of the share capital increase of 8 August 2013 decided under the authorised share capital by the resolutions of the Company's board of managers dated 8 August 2013; and

2. Amendment of article 6 of the Company's articles of association to reflect the resolution proposed above.

This having been declared, the Shareholders, represented as stated above, have taken the following resolutions:

First resolution

Article 7 of the Company's articles of association provides for an authorised share capital and therefore authorises the managers of the Company to increase the issued share capital of the Company within such authorised share capital which has been fixed at EUR 100,000,000.-.

In accordance with the resolutions of the Company's board of managers dated 8 August 2013 (the Resolutions), the Company's board of managers has decided:

(a) to increase the share capital of the Company by an amount of EUR 6,250.- (six thousand two hundred fifty euro) in order to raise it from its current amount of 35,589,125.- (thirty-five million five hundred eighty-nine thousand one hundred twenty-five euro) represented by 284,713 (two hundred eighty-four thousand seven hundred thirteen) ordinary shares, having a nominal value of EUR 125.- (one hundred twenty-five euro) each, divided into 63 (sixty-three) classes, to an amount of EUR 35,595,375.- (thirty-five million five hundred ninety-five thousand three hundred seventy-five euro) represented by 284,763 (two hundred eighty-four thousand seven hundred sixty-three) ordinary shares, having a nominal value of EUR 125.- (one hundred twenty-five euro) each, divided into 63 (sixty-three) classes;

(b) to allocate an amount of EUR 32.- (thirty-two euro) to the share premium account of the Company; and

(c) to issue 50 (fifty) new class B-7 shares (the New B-7 Shares), having a nominal value of EUR 125.- (one hundred twenty-five euro) each.

The Shareholders, prenamed and represented as stated here above, declare and accept that the Company's board of managers (i) resolved not to grant any preferential subscription rights regarding the New B-7 Shares, (ii) accepted the subscription to, and payment of the New B-7 Shares and the share premium by, Lone Star Global Lendings II Limited, in accordance with the Resolutions.

The payment of the New B-7 Shares has been made for value on 8 August 2013 by Lone Star Global Lendings II Limited, evidence of which has been given to the Company's board of managers on such date.

A copy of the bank statement evidencing the payment of the subscription amount is shown to the undersigned notary and such copy, after signature *ne varietur* by the proxyholder of the appearing parties and the undersigned notary will remain attached to the present deed for registration.

The Company's share capital is thus fixed at EUR 35,595,375.- (thirty-five million five hundred ninety-five thousand three hundred seventy-five euro) since 8 August 2013.

Second resolution

As a consequence of the above resolution, the Shareholders resolve to amend Article 6 of the Company's articles of association, so that it shall henceforth read as follows in its English version:

" **Art. 6.** The Company's subscribed share capital is fixed at EUR 35,595,375.- (thirty-five million five hundred ninety-five thousand three hundred seventy-five euro), represented by 284,763 (two hundred eighty-four thousand seven hundred sixty-three) ordinary shares, having a nominal value of EUR 125.- (one hundred twenty-five euro) each, divided into classes as follows:

1. 610 class B shares;
2. 545 class J-1 shares;
3. 8 class K-1 shares;
4. 9,985 class A-2 shares;
5. 1,271 class B-2 shares;
6. 7,476 class C-2 shares;
7. 5,109 class E-2 shares;
8. 114 class H-2 shares;
9. 2,195 class K-2 shares;
10. 692 class L-2 shares;
11. 12 class M-2 shares;
12. 6,222 class V-2 shares;
13. 692 class X-2 shares;
14. 12 class Y-2 shares;
15. 509 class AA-2 shares;
16. 1 class BB-2 share;
17. 12 class FF-2 shares;
18. 124 class GG-2 shares;
19. 1,705 class HH-2 shares;
20. 8,652 class D-3 shares;
21. 4,606 class H-3 shares;
22. 2,041 class 1-3 shares;
23. 292 class K-3 shares;
24. 24 class M-3 shares;
25. 216 class N-3 shares;
26. 2,731 class O-3 shares;
27. 42,081 class Q-3 shares;
28. 11,862 class U-3 shares;
29. 502 class W-3 shares;
30. 605 class X-3 shares;
31. 440 class Y-3 shares;
32. 416 class AA-3 shares;
33. 38 class BB-3 shares;
34. 1,047 class CC-3 shares;

35. 221 class DD-3 shares;
36. 50 class EE-3 shares;
37. 13 class FF-3 shares;
38. 594 class GG-3 shares;
39. 23,559 class HH-3 shares;
40. 378 class 11-3 shares;
41. 161 class KK-3 shares;
42. 14,808 class A-4 shares;
43. 16,781 class B-4 shares;
44. 3,740 class C-4 shares;
45. 23,007 class D-4 shares;
46. 1,417 class E-4 shares;
47. 4,142 class F-4 shares;
48. 617 class G-4 shares;
49. 4,377 class A-5 shares;
50. 3,617 class C-5 shares;
51. 3,138 class E-5 shares;
52. 2 class F-5 shares;
53. 10,385 class H-5 shares;
54. 15,690 class A-6 shares;
55. 450 class B-6 shares;
56. 707 class C-6 shares;
57. 826 class A-7 shares;
58. 21,203 class B-7 shares;
59. 8,200 class A-8 shares;
60. 4,184 class B-8 shares;
61. 3,218 class C-8 shares;
62. 6,427 class D-8 shares; and
63. 4 class E-8 shares."

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

The undersigned notary, who understands and speaks English, states herewith that at the request of the above appearing parties the present deed is worded in English, followed by a French translation. At the request of the appearing parties and in case of discrepancies between the English and the French texts, the English version will prevail.

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 and translated to the proxyholder of the appearing parties, said person appearing signed with Us, the notary, the present original deed.

Suit la traduction française du texte qui précède

L'an deux mille treize, le cinq septembre.

Par-devant Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

Ont comparu:

1. Lone Star Global Holdings, Ltd., une société à responsabilité limitée établie à Washington Mall, Suite 304, 7 Reid Street, Hamilton HM 11, Bermudes, enregistrée sous le numéro 32897 auprès du Registrar of Companies des Bermudes, ici représentée par M. Gianpiero Saddi, employé, résidant professionnellement à Luxembourg, en vertu d'une procuration donnée à Hamilton, Bermudes, le 4 septembre 2013;

2. Lone Star Global Holdings II Limited, une société à responsabilité limitée établie à Washington Mall, Suite 304, 7 Reid Street, Hamilton HM 11, Bermudes, enregistrée sous le numéro 45594 auprès du Registrar of Companies des Bermudes,

ici représentée par M. Gianpiero Saddi, employé, résidant professionnellement à Luxembourg, en vertu d'une procuration donnée à Hamilton, Bermudes, le 4 septembre 2013; et

3. Lone Star Global Lendings II Limited, une société à responsabilité limitée établie à Washington Mall, Suite 304, 7 Reid Street, Hamilton HM 11, Bermudes, enregistrée sous le numéro 45592 auprès du Registrar of Companies des Bermudes,

ici représentée par M. Gianpiero Saddi, employé, résidant professionnellement à Luxembourg, en vertu d'une procuration donnée à Hamilton, Bermudes, le 4 septembre 2013,

ci-dessous collectivement les Associés.

Lesdites procurations, après avoir été signées ne varietur par le mandataire agissant pour le compte des parties comparantes et le notaire instrumentaire, demeureront annexées au présent acte avec lequel elles seront enregistrées.

Les parties comparantes ont demandé au notaire soussigné de prendre acte de ce qu'elles représentent la totalité du capital social de la société à responsabilité limitée dénommée «Lone Star Capital Investments S.à.r.l.», enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 91796, régie par le droit luxembourgeois, ayant son siège social au 7, rue Robert Stümper, L-2557 Luxembourg (la Société), constituée selon acte de Maître André-Jean-Joseph Schwachtgen, notaire alors de résidence à Luxembourg, du 14 février 2003, publié au Mémorial C, Recueil des Sociétés et Associations N°311 du 22 mars 2003, modifié à plusieurs reprises et pour la dernière fois suivant acte reçu par le notaire instrumentaire, en date du 31 juillet 2013, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

Les Associés déclarent que la totalité du capital social de la Société est représentée à la présente assemblée générale extraordinaire, qui est par conséquent régulièrement constituée et peut valablement délibérer et décider de tous les points à l'ordre du jour. Les Associés renoncent aux formalités de convocation et déclarent avoir préalablement pris connaissance de l'ordre du jour de l'assemblée qui est le suivant:

Ordre du jour

1. Constatation de l'augmentation de capital du 8 août 2013 décidée sous le capital autorisé par les résolutions du conseil de gérance de la Société en date du 8 août 2013;

2. Modification de l'article 6 des statuts de la Société afin de refléter les résolutions proposées ci-dessus.

Ceci ayant été déclaré, les Associés, représentés comme indiqué précédemment, ont pris les résolutions suivantes:

Première résolution

L'article 7 des statuts de la Société prévoit un capital autorisé et ainsi autorise les gérants de la Société à augmenter le capital de la Société sous ce capital autorisé qui a été fixé à EUR 100.000.000,-. Suivant les résolutions du conseil de gérance de la Société en date du 8 août 2013 (les Résolutions), le conseil de gérance de la Société a décidé:

a. d'augmenter le capital social de la Société par un montant de EUR 6.250,- (six mille deux cent cinquante euros) en vue de le faire passer de son montant antérieur de EUR 35.589.125,- (trente-cinq millions cinq cent quatre-vingt-neuf mille cent vingt-cinq euros), représenté par 284.713 (deux cent quatre-vingt-quatre mille sept cent treize) parts sociales ordinaires, ayant une valeur nominale de EUR 125,- (cent vingt-cinq euros) chacune, divisées 63 (soixante-trois) classes, à un montant de EUR 35.595.375,- (trente-cinq millions cinq cent quatre-vingt-quinze mille trois cent soixante-quinze euros), représenté par 284.763 (deux cent quatre-vingt-quatre mille sept cent soixante-trois) parts sociales ordinaires, ayant une valeur nominale de EUR 125,- (cent vingt-cinq euros) chacune, divisées en 63 (soixante-trois) classes;

b. d'allouer un montant de EUR 32,- (trente-deux euros) au compte de prime d'émission de la Société; et

c. d'émettre 50 (cinquante) nouvelles parts sociales de classe B-7 (les Nouvelles Parts Sociales de classe B-7), ayant chacune une valeur nominale de EUR 125,- (cent vingt-cinq euros).

Les Associés, préqualifiés et représentés comme indiqué ci-dessus, déclarent et acceptent que le conseil de gérance de la Société (i) a décidé de ne pas accorder de droit préférentiel de souscription concernant les Nouvelles Parts Sociales de classe B-7 et (ii) a accepté la souscription et le paiement par Lone Star Global Lendings II Limited des Nouvelles Parts Sociales de classe B-7, et du montant de la prime d'émission, suivant les Résolutions.

Le paiement des Nouvelles Parts Sociales de classe B-7 a été effectué le 8 août 2013 par Lone Star Global Lendings II Limited, la preuve en a été apportée au conseil de gérance de la Société ce même jour.

Une copie d'un extrait de compte démontrant le versement du montant de la souscription au notaire instrumentaire et cette copie, après avoir été signée ne varietur par le mandataire des parties comparantes et le notaire instrumentaire, sera annexée aux présentes pour être enregistrée avec elles.

Le capital social de la Société est donc fixé à un montant de EUR 35.595.375,- (trente-cinq millions cinq cent quatre-vingt-quinze mille trois cent soixante-quinze euros) depuis le 8 août 2013.

Deuxième résolution

A la suite de la résolution précédente, les Associés décident de modifier l'article 6 des statuts de la Société afin de lui donner désormais la teneur suivante dans sa version française:

« **Art. 6.** Le capital social de la Société est fixé à la somme de EUR 35.595.375,- (trente-cinq millions cinq cent quatre-vingt-quinze mille trois cent soixante-quinze euros), représenté par 284.763,- (deux cent quatre-vingt-quatre mille sept cent soixante-trois) parts sociales ordinaires, ayant une valeur nominale de EUR 125,- (cent vingt-cinq euros) chacune, divisé en classes comme suit:

1. 610 parts sociales de classe B;

2. 545 parts sociales de classe J-1;

3. 8 parts sociales de classe K-1;
4. 9.985 parts sociales de classe A-2;
5. 1.271 parts sociales de classe B-2;
6. 7.476 parts sociales de classe C-2;
7. 5.109 parts sociales de classe E-2;
8. 114 parts sociales de classe H-2;
9. 2.195 parts sociales de classe K-2;
10. 692 parts sociales de classe L-2;
11. 12 parts sociales de classe M-2;
12. 6.222 parts sociales de classe V-2;
13. 692 parts sociales de classe X-2;
14. 12 parts sociales de classe Y-2;
15. 509 parts sociales de classe AA-2;
16. 1 part sociale de classe BB-2;
17. 12 parts sociales de classe FF-2;
18. 124 parts sociales de classe GG-2;
19. 1.705 parts sociales de classe HH-2;
20. 8.652 parts sociales de classe D-3;
21. 4.606 parts sociales de classe H-3;
22. 2.041 parts sociales de classe I-3;
23. 292 parts sociales de classe K-3;
24. 24 parts sociales de classe M-3;
25. 216 parts sociales de classe N-3;
26. 2.731 parts sociales de classe O-3;
27. 42.081 parts sociales de classe Q-3;
28. 11.862 parts sociales de classe U-3;
29. 502 parts sociales de classe W-3;
30. 605 parts sociales de classe X-3;
31. 440 parts sociales de classe Y-3;
32. 416 parts sociales de classe AA-3;
33. 38 parts sociales de classe BB-3;
34. 1.047 parts sociales de classe CC-3;
35. 221 parts sociales de classe DD-3;
36. 50 parts sociales de classe EE-3;
37. 13 parts sociales de classe FF-3;
38. 594 parts sociales de classe GG-3;
39. 23.559 parts sociales de classe HH-3;
40. 378 parts sociales de classe II-3;
41. 161 parts sociales de classe KK-3;
42. 14.808 parts sociales de classe A-4;
43. 16.781 parts sociales de classe B-4;
44. 3.740 parts sociales de classe C-4;
45. 23.007 parts sociales de classe D-4;
46. 1.417 parts sociales de classe E-4;
47. 4.142 parts sociales de classe F-4;
48. 617 parts sociales de classe G-4;
49. 4.377 parts sociales de classe A-5;
50. 3.617 parts sociales de classe C-5;
51. 3.138 parts sociales de classe E-5;
52. 2 parts sociales de classe F-5;
53. 10.385 parts sociales de classe H-5;
54. 15.690 parts sociales de classe A-6;
55. 450 parts sociales de classe B-6;

- 56. 707 parts sociales de classe C-6;
- 57. 826 parts sociales de classe A-7;
- 58. 21.203 parts sociales de classe B-7;
- 59. 8.200 parts sociales de classe A-8;
- 60. 4.184 parts sociales de classe B-8;
- 61. 3.218 parts sociales de classe C-8;
- 62. 6.427 parts sociales de classe D-8; et
- 63. 4 parts sociales de classe E-8."

Plus rien ne figurant à l'ordre du jour, l'assemblée est clôturée.

Le notaire soussigné, qui comprend et parle l'anglais, déclare que les parties comparantes l'ont requis de documenter le présent acte en langue anglaise, suivi d'une version française. A la requête des parties comparantes, 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 des parties comparantes, celui-ci a signé avec Nous notaire la présente minute.

Signé: G. Saddi et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 09 septembre 2013. LAC/2013/41030. Reçu soixante-quinze euros EUR 75,-
Le Receveur (signée): Irène THILL.

POUR EXPEDITION 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 16 septembre 2013.

Référence de publication: 2013130176/293.

(130158613) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Mill Luxembourg Holdings 2, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 176.461.

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EXTRAIT

En date du 13 septembre 2013, les associés ont pris les résolutions suivantes:

- La démission de Jacques de Patoul de son poste de gérant B de la société est acceptée avec effet au 22 août 2013;
- Erik Johan Cornelis Schoop, avec adresse professionnelle au 15, rue Edward Steichen, L-2540 Luxembourg, est nommé nouveau gérant B de la société avec effet au 22 août 2013 et ce pour une durée indéterminée;

Pour extrait conforme.

Luxembourg, le 16 septembre 2013.

Référence de publication: 2013130200/15.

(130158484) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Mill Luxembourg Holdings 1, Société à responsabilité limitée.

Capital social: EUR 21.500,00.

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

R.C.S. Luxembourg B 176.460.

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EXTRAIT

En date du 11 septembre 2013, les associés ont pris les résolutions suivantes:

- La démission de Jacques de Patoul de son poste de gérant B de la société est acceptée avec effet au 22 août 2013;
- Erik Johan Cornelis Schoop, avec adresse professionnelle au 15, rue Edward Steichen, L-2540 Luxembourg, est nommé nouveau gérant B de la société avec effet au 22 août 2013 et ce pour une durée indéterminée;

Pour extrait conforme.

Luxembourg, le 16 septembre 2013.

Référence de publication: 2013130199/15.

(130158197) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

**M&G International S.à r.l., Mossi & Ghisolfi International S.à r.l., Société à responsabilité limitée,
(anc. Chemtex Global S.à r.l.).**

Siège social: L-1855 Luxembourg, 37A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 86.908.

Suite à la fusion entre CHEMTEX GLOBAL S.à r.l., ayant son siège social à L-1855 Luxembourg, 37/A, Avenue J.F. Kennedy, inscrite au R.C.S. Luxembourg, à la section B, sous le n°86908 et la société MOSSI & GHISOLFI INTERNATIONAL S.A., en abrégé M&G INTERNATIONAL S.A., ayant son siège social à L-1855 Luxembourg, 37/A, Avenue J.F. Kennedy, inscrite au R.C.S. Luxembourg, à la section B, sous le n°66.955,

le nouveau capital de la société MOSSI & GHISOLFI INTERNATIONAL S.à r.l., en abrégé M&G INTERNATIONAL S.à r.l. (anciennement: CHEMTEX GLOBAL S.à r.l.) est fixé à quatre-vingt-cinq millions cent quatre mille euros (EUR 85.104.000,-) représenté par quatre-vingt-cinq mille cent quatre (85.104) parts sociales d'une valeur nominale de EUR 1.000 (mille euros) chacune, entièrement souscrites et libérées.

Les quatre-vingt-cinq mille cent quatre (85.104) parts sociales sont détenues par M&G Finanziaria S.r.l., une société à responsabilité limitée de droit italien, ayant son siège social à I-15057 Tortona (AL), Strada Ribrocca No. 11, immatriculée auprès du Registro delle Imprese d'Alessandria sous le n°02098590066.

Signé: F. FRANZINA, V. BARAVINI.

Enregistré à Redange/Attert, le 13 septembre 2013. Relation: RED/2013/1480. Reçu douze euros 12,00 €.

Pour la Société

Le Receveur (signé): T. KIRSCH.

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

Redange-sur-Attert, le 13 septembre 2013.

Référence de publication: 2013130216/24.

(130158434) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Menfi 1 S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 8, boulevard Royal.
R.C.S. Luxembourg B 41.220.

Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire Statutaire du 3 mai 2013:

L'Assemblée Générale décide de renouveler les mandats des administrateurs Mme Luisella MORESCHI, Me Jean-Marie VERLAINE et Mme Katia ROTI ainsi que celui du commissaire aux comptes Gordale Marketing Limited ayant son siège social à Strovolou, 77, Strovolos center, Office 204 Strovolos, P.C. 2018 Nicosia, Chypre jusqu'à l'issue de l'Assemblée Générale Ordinaire annuelle de 2019.

Luxembourg, le 16 septembre 2013.

Pour MENFI 1 S.A.

Signature

Référence de publication: 2013130211/15.

(130158617) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

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

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 170.915.

Il résulte des résolutions adoptées le 11 septembre 2013 par l'associé unique de la Société que les personnes suivantes ont été nommées avec effet au 11 septembre 2013 et ce pour une durée indéterminée:

- Mr. David Arzi, né le 10 Mai 1962, à New York (Etats-Unis d'Amérique), ayant son adresse professionnelle au 1 Bryant Park, 38th fl, New York, NY 10036, en tant que gérant de classe A;

- Mr. Andrew O'Shea, né à Dublin le 13 Août 1981, ayant son adresse professionnelle au 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand-Duché de Luxembourg, en tant que gérant de classe B.

Il résulte aussi des résolutions adoptées le 11 septembre 2013 par l'associé unique de la Société que le siège social de la Société a été transféré au 65 Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg avec effet au 11 septembre 2013.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 16 septembre 2013.

Référence de publication: 2013130210/18.

(130158286) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2013.

Algeco Finance Mezz sp. z o.o. Oddział w Luksemburgu, Succursale d'une société de droit étranger.

Adresse de la succursale: L-2453 Luxembourg, 20, rue Eugène Ruppert.

R.C.S. Luxembourg B 150.076.

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Extrait de l'assemblée générale extraordinaire de l'associé unique d'Algeco Finance Mezz sp. z o.o. datée du 10 septembre 2013

En vertu de l'assemblée générale extraordinaire de l'associé unique d'Algeco Finance Mezz sp. z o.o., maison-mère de la Société, l'associé unique a décidé comme suit;

- De mettre la société Algeco Finance Mezz sp. z o.o. en liquidation avec effet immédiat;

- De nommer comme liquidateurs:

* Monsieur Gary MAY, né le 9 septembre 1958 à Coventry, Royaume-Uni, avec effet immédiat;

* Madame Katarzyna KOPACZEWSKA, née le 22 mars 1980 à Wloclawek, Pologne, avec effet immédiat;

- D'établir les pouvoirs des liquidateurs comme suit:

* Le pouvoir de représenter la société Algeco Finance Mezz sp. z o.o. par la signature individuelle de chacun des liquidateurs.

Luxembourg, le 12 septembre 2013.

Pour extrait analytique conforme

Jorrit Cromptoets

Représentant permanent de la succursale

Référence de publication: 2013129331/21.

(130157802) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2013.

Stella Maris Enterprise S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 112.445.

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Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société STELLA MARIS ENTERPRISE S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: STELLA MARIS ENTERPRISE S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129320/18.

(130157210) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Solinvest International S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 109.584.

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Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société SOLINVEST INTERNATIONAL S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: SOLINVEST INTERNATIONAL S.A.

Société anonyme

Experta Luxembourg
Société anonyme
Aurélie Katola / Mireille Wagner

Référence de publication: 2013129319/18.

(130157203) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Bayles S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.
R.C.S. Luxembourg B 138.884.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société BAYLES S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: BAYLES S.A.
Société anonyme
Experta Luxembourg
Société anonyme
Aurélie Katola / Mireille Wagner

Référence de publication: 2013129276/18.

(130157319) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Beauvallon Investissement S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.
R.C.S. Luxembourg B 131.560.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société BEAUVALLON INVESTISSEMENT S.A., société anonyme.

Luxembourg le 03 SEP. 2013.

Pour: BEAUVALLON INVESTISSEMENT S.A.
Société anonyme
Experta Luxembourg
Société anonyme
Aurélie Katola / Mireille Wagner

Référence de publication: 2013129277/18.

(130157337) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

BR.E.F.I.-Brasil European Finance Investment S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.
R.C.S. Luxembourg B 114.998.

Conformément aux dispositions de l'article 51 bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société BR.E.F.I. - BRASIL EUROPEAN FINANCE INVESTMENT S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: BR.E.F.I. - BRASIL EUROPEAN FINANCE INVESTMENT S.A.
Société anonyme
Experta Luxembourg
Société anonyme

Aurélié Katola / Mireille Wagner

Référence de publication: 2013129278/18.

(130157284) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Champs de Mars S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 135.987.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société CHAMPS DE MARS S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: CHAMPS DE MARS S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélié Katola / Mireille Wagner

Référence de publication: 2013129279/18.

(130157329) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Cominsider S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 61.138.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société COMINSIDER S.A., société anonyme.

Luxembourg, le 03 SEP 2013.

Pour: COMINSIDER S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélié Katola / Mireille Wagner

Référence de publication: 2013129281/18.

(130156959) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Deale International Machines S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 43.108.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société DEALE International Machines S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: DEALE International Machines S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélié Katola / Mireille Wagner

Référence de publication: 2013129282/18.

(130156952) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Auxila S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 122.745.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société AUXILA S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: AUXILA S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129271/18.

(130157298) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Dominis Invest S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 145.239.

Conformément aux dispositions de l'article 51 bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société DOMINIS INVEST S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: DOMINIS INVEST S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129284/18.

(130156834) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Duroal S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 136.372.

Conformément aux dispositions de l'article 51 bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société DUROAL S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: DUROAL S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129285/18.

(130156836) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

East Side Global S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 143.259.

Conformément aux dispositions de l'article 51 bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société EAST SIDE GLOBAL S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: EAST SIDE GLOBAL S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129287/18.

(130156838) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Gryphus S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 114.655.

Conformément aux dispositions de l'article 51 bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société GRYPHUS S.A., société anonyme.

Luxembourg, le 03 Sep. 2013.

Pour: GRYPHUS S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129296/18.

(130157219) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Gravina S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 137.179.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société GRAVINA S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: GRAVINA S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129295/18.

(130157322) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

GEA Immobilien AG, Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 135.995.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société GEA IMMOBILIEN AG, société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: GEA IMMOBILIEN AG

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129291/18.

(130157324) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Ermis Investment S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 146.741.

Conformément aux dispositions de l'article 51 bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société ERMIS INVESTMENT S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: ERMIS INVESTMENT S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129289/18.

(130156843) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Fimiproperties S.A., Société Anonyme Soparfi.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 39.505.

Conformément aux dispositions de l'article 51 bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société FIMIPROPERTIES S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: FIMIPROPERTIES S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129290/18.

(130156844) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Ger-Trans A.G., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 34.015.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société GER-TRANS A.G., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: GER-TRANS A.G.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129292/18.

(130156912) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Heliotrope S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 45.648.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société HELIOTROPE S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: HELIOTROPE S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129297/18.

(130156956) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Immo-Tours International S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 61.900.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société IMMO-TOURS INTERNATIONAL S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: IMMO-TOURS INTERNATIONAL S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129299/18.

(130156962) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Kalvin S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 100.165.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société KALVIN S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: KALVIN S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129300/18.

(130156992) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Life Invest S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 106.185.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société LIFE INVEST S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: LIFE INVEST S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129302/18.

(130157009) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Lobistic S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 114.271.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société LOBISTIC S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: LOBISTIC S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129303/18.

(130157214) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

LORENTZWEILER - Solar s.c., Société Civile.

Siège social: L-8522 Beckerich, 6, Jos Seylerstrooss.

R.C.S. Luxembourg E 4.983.

La société anonyme " Energipark Réiden ", gérant de la société civile " Lorentzweiler - Solar s.c. déposé le 14/01/2013 sous le n° d'immatriculation E 4983, déclare par la présente avoir reçu par Maître Henri Hellinckx, notaire de résidence à Luxembourg, un acte de notoriété attestant que la succession de feu Madame Antoinette Emma WAGNER veuve DEMUTH décédée à Helmdange le 9 février 2013 échue à:

- Madame Madeleine DEMUTH épouse de Monsieur Jean BRESER, demeurant à L-7226 Walferdange, 55, rue du Chemin de Fer.

La société anonyme " Energipark Réiden " est représentée par son administrateur-délégué, M.Kauten Paul.

Beckerich, le 11 septembre 2013.

Energipark Réiden s.a.

Paul Kauten

Représentant légal

Référence de publication: 2013129304/18.

(130156775) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Lucas Group S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 11A, boulevard Joseph II.

R.C.S. Luxembourg B 158.316.

CLÔTURE DE LIQUIDATION*Extrait*

Suite à l'acte de mise en liquidation de société reçu par Maître Weber, notaire de résidence à Bascharage (Grand Duché de Luxembourg), en date du 5 août 2013:

Résolutions prises lors de l'Assemblée Générale Extraordinaire tenue le 13 août 2013:

1. L'Assemblée décide d'approuver le rapport du commissaire-vérificateur conformément aux dispositions de l'article 151 de la Loi sur les Sociétés Commerciales.
2. L'Assemblée décide de prononcer la clôture définitive de la liquidation.
3. L'Assemblée décide en outre que les livres et documents sociaux resteront déposés et conservés pour une période de cinq années au 11A Boulevard Joseph II L-1840 Luxembourg.

Signature.

Référence de publication: 2013129305/18.

(130156828) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Mid Atlantic S.A., Société Anonyme Soparfi.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 11.095.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEVER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société MID ATLANTIC S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: MID ATLANTIC S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129310/18.

(130156908) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Mimas International S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 123.002.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société MIMAS INTERNATIONAL S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: MIMAS INTERNATIONAL S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129311/18.

(130157303) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Praha Invest S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 134.930.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société PRAHA INVEST S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: PRAHA INVEST S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129315/18.

(130157334) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Optima Europa S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 77.258.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société OPTIMA EUROPA S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: OPTIMA EUROPA S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129314/18.

(130156965) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Nobles Escuyers S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 105.148.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société NOBLES ESCUYERS S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: NOBLES ESCUYERS S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129313/18.

(130157007) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Metalpoint S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 86.677.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société METALPOINT S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: METALPOINT S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129309/18.

(130156972) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

Nima Finance S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 133.860.

Conformément aux dispositions de l'article 51 bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société NIMA FINANCE S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: NIMA FINANCE S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129312/18.

(130157336) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

RD-XD S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 114.731.

Conformément aux dispositions de l'article 51 bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a accepté la démission de Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en tant que représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société RD-XD S.A., société anonyme.

Luxembourg, le 03 SEP. 2013.

Pour: RD-XD S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Mireille Wagner

Référence de publication: 2013129316/18.

(130157280) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2013.

AFC Benelux S.à r.l., Société à responsabilité limitée.

Siège social: L-8371 Hobscheid, 1, rue de Steinfort.

R.C.S. Luxembourg B 60.162.

*Extrait du contrat de cession d'actions signée le 22 mars 2013**Résolution*

La société Organaen Sàrl, domicilié 1 rue de Steinfort à L-8371 Hobscheid, représentée par Madame Bourton Alice;
Ci-après désigné le Cédant;

Et

Monsieur Olivier Differdange, domicilié 9, rue du Muselbur à B-6700 Sampont;

Ci-après désigné le Cessionnaire;

Il a été décidé que le Cédant vend 9 actions de la société au Cessionnaire qui accepte.

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

AFC Benelux Sàrl

Signature

Référence de publication: 2013123503/18.

(130150538) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 août 2013.

Westjay S.à r.l., Société à responsabilité limitée.**Capital social: GBP 12.500,00.**

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

R.C.S. Luxembourg B 175.366.

*Extrait rectificatif de l'extrait des résolutions de l'associé unique du 18 juin 2013 déposé au Registre de Commerce et des Sociétés
le 4 juillet 2013 sous la référence L130110571*

L'adresse professionnelle de Kingsley Seevaratnam doit être lue comme suite:

Templar House

Don Road

JE1 2TR St. Helier

Jersey

Luxembourg, le 6 septembre 2013.

Christina Horf.

Référence de publication: 2013126848/16.

(130154441) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 septembre 2013.