

111300000 7329

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

(Business Entity Name)

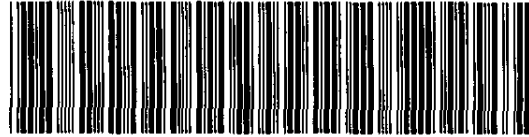
(Document Number)

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FILED

2013 DEC 20 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 23 2013

T. HAMPTON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Mike de Brie (Overseas) L.L.C.
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sonja C. Di Cieri-Cambon

Name of Person

Mike de Brie

Firm/Company

4475 US HWY 1 S., ste# 101

Address

St Augustine FL 32086

City/State and Zip Code

info@mikedebrie.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sonja C. Di Cieri-Cambon at (425) 444-5095

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

13 DEC 20 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 11, 2013

SONJA C DI CIERI-CAMBON
MIKE DE BRIE
4475 US HWY 1 S - STE 101
ST AUGUSTINE, FL 32086

SUBJECT: MIKE DE BRIE (OVERSEAS) L.L.C.
Ref. Number: M13000007329

We have received your document for MIKE DE BRIE (OVERSEAS) L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tammy Hampton
Regulatory Specialist III

Letter Number: 213A00028202

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Mike de Brie (Overseas) L.L.C.

2. Jurisdiction of its organization: Kingdom of Belgium

3. Date authorized to do business in Florida: 11/19/2013

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 11/25/2013

5. New name of the limited liability company: MIKE DE BRIE ZEITGEIST HANDELS
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")
G.m.b.H. (L.L.C.)

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

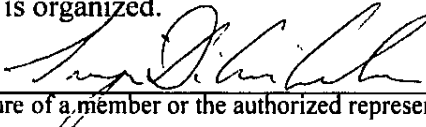
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: the employer identification number of the limited liability company is:

98-1136184

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Sonja Di Cieri-Cambon, Manager

Typed or printed name of signee

Filing Fee: \$25.00

FILED
2013 DEC 20 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 December 2013

Paul Di Cieri-Cambon
407 Allapattah Ave
St Augustine, FL.
32092
USA

Dear Paul,

Re: Translation of FULL COPY OF THE DATA OF A LEGAL ENTITY COMPANY

This letter is to confirm and certify that to the best of our knowledge the translation of the document entitled **FULL COPY OF THE DATA OF A LEGAL ENTITY COMPANY** relating to the company **MIKE DE BRIE ZEITGEIST HANDELS G.m.b.H** from French into English is a complete and accurate translation of the original document as provided by yourself.

Should any additional information or confirmation be required please do not hesitate to contact us.

Yours faithfully,


Wolfestone Translation
Quality – Service – Value
An ATC certified company

Chris Kidwell
Assistant Senior Project Manager
Wolfestone Translation Ltd

Member

Association of
Translation
Companies
Membership Number W07

Translation Ltd
ge Centre
oad
A1 5PZ
jdom
0 0083
02 1914
estone.co.uk

Wolfestone Translation Ltd, Registered in Wales, Company Registration Number: 05942191
Registered office: The Language Centre, 57 Walter Road, SA1 5PZ, UK

26 November 2013

Paul Di Cieri-Cambon
407 Allapattah Ave
St Augustine, FL.
32092
USA

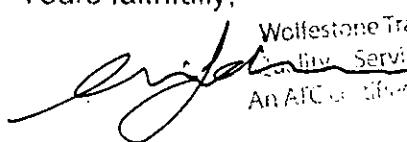
Dear Paul,

Re: Translation of Business Documents

This letter is to confirm and certify that to the best of our knowledge the translation of the document entitled "**CHANGE OF NAME — TRANSFER OF REGISTERED HEADQUARTERS — AMENDMENT OF ARTICLES OF ASSOCIATION**" relating to **MIKE DE BRIE (OVERSEAS)** from Dutch (Flemish) and French into English is a complete and accurate translation of the original document as provided by yourself.

Should any additional information or confirmation be required please do not hesitate to contact us.

Yours faithfully,


Wolfestone Translation
Quality Service - Value
An AFCC member company

Chris Kidwell
Assistant Senior Project Manager
Wolfestone Translation Ltd

Member



Association of
Translation
Companies

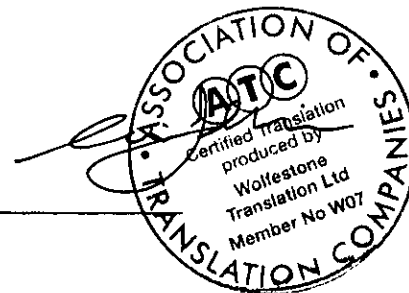
Membership Number WC07

Translation Ltd
ge Centre
oad
A1 5PZ
dom
0 0083
12 1914
stone.co.uk

Wolfestone Translation Ltd, Registered in Wales, Company Registration Number: 05942191
Registered office: The Language Centre, 57 Walter Road, SA1 5PZ, UK



Belgian Companies Database: 0314.596.348



FULL COPY OF THE DATA OF A LEGAL ENTITY COMPANY

Company number 0534.884.130
Company name MIKE DE BRIE ZEITGEIST HANDELS G.m.b.H
Position on 02/12/2013

Name

Type	Language	Name	Start date	End date
Company name	Dutch	MIKE DE BRIE ZEITGEIST HANDELS G.m.b.H	25/11/2013	

Head office

Address	Contact data	Start date	End date
Industriestrasse 38 4700 Eupen Belgium Address 2	Telephone Fax Email Website	25/11/2013	

General information

Company start date	22/05/2013		
Company end date			
Legal position		Start date	End date
Normal position		22/05/2013	
Legal form		Start date	End date
Private limited company		22/05/2013	

Activities	Nacebel	Version	Type	Start date	End date
VAT activity					
Leather and hide wholesale trade	46240	2008	Main activity	03/06/2013	

(*) The (NACEBEL) activity classification was modified on 1/1/2008. This extract shows the current activities according to both the former 2003 classification, valid up to 31/12/2007, as well as the new 2008 codes and descriptions in use from 1/1/2008. This is therefore an administrative conversion rather than a modification of the company or business unit activities.

Functions	Surname, first name	Company	Reason for termination	Start date	End date
Manager	Schuster Ulrich			22/10/2013	

Entrepreneurial capacities	Surname, first name	Company	Reason for termination	Start date	End date
Itinerant – travelling operator					
Basic management knowledge	Di Cleri Cambon Paul			20/06/2013	

Status	Phase	Duration	Reason for termination	Start date	End date
Company subject to VAT	Qual./auth. acquired	Indefinite		03/06/2013	
Commercial company	Qual./auth. acquired	Indefinite		20/06/2013	

Authorisations	Phase	Duration	Reason for termination	Start date	End date
Basic management knowledge	Qual./auth. acquired	Indefinite		20/06/2013	

Financial information

Share capital 379,300 00

Monetary unit EUR

Duration of the company

Annual assembly	Financial year end date	Exceptional financial year start date	Exceptional financial year end date	Start date	End date
June	31/12			22/05/2013	

Bank accounts

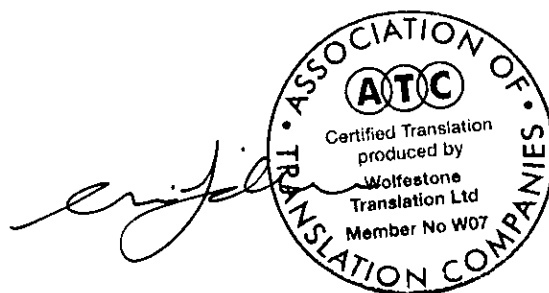
Use	BIC	Bank account number	IBAN or non-SEPA number	Start date	End date
Business desk	GKCCBEBB	068 8975978 13	BE08068897597813	03/06/2013	

External identifiers

Commercial registry number 01 779 496

Commercial registry number 09 0241596

No data available for the following sections: Removal from office



Business unit number 2.219.740.179

Name

Position on 02/12/2013

Company

Name MIKE DE BRIE ZEITGEIST HANDELS G.m.b.H

Company number 0534.884.130

Legal position Normal position

Company start date 22/05/2013

Company end date

Address

Address	Contact data	Start date	End date
Gaston Crommenlaan 4 bte 501	Telephone	03/06/2013	
9050 Gand	Fax		
Belgium	Email		
Address 2	Website		

General information

Unit start date 03/06/2013

Unit end date

"Business link" start date 03/06/2013

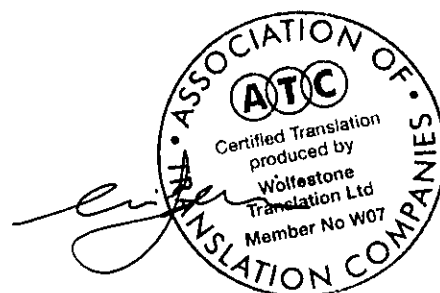
"Business link" end date

Activities	Nacebel	Version	Type	Start date	End date
Comm. or non-comm. act					
Commission trade in various products	46190	2008	Secondary activity	03/06/2013	
Leather and hide wholesale trade	46240	2008	Main activity	03/06/2013	
Mail order or Internet retail commerce	47910	2008	Secondary activity	03/06/2013	

(*) The (NACEBEL) activity classification was modified on 1/1/2008. This extract shows the current activities according to both the former 2003 classification, valid up to 31/12/2007, as well as the new 2008 codes and descriptions in use from 1/1/2008. This is therefore an administrative conversion rather than a modification of the company or business unit activities.

No data available for the following sections: Name

Document issued in accordance with article 21.1 of the law of 16 January 2003 regarding the creation of a Belgian Companies Database, the modernisation of the commercial register, the creation of approved business desks and various provisions (M.B., 5 Feb. 2003)





"Pablo & Pierre DE DONCKER — Associated Notaries"

Civil-law company in the form of a private company with limited liability

51 Oude Graanmarkt, 1000 Brussels, Belgium

Tel. +32 (0)2 219-5320 — fax: +32 (0)2 219-8767 — www.notdedoncker.be

Ref.: CVDV/SPRL/MIKE DE BRIE OVERSEAS TRANSFER, EUPEN

"MIKE DE BRIE (OVERSEAS) "

Private company with limited liability

Having its registered headquarters at **Van Volxemlaan 400, 1190 Vorst, Belgium**

Registered number in the Brussels Register of Legal Persons:
0534.884.130

CHANGE OF NAME — TRANSFER OF REGISTERED HEADQUARTERS — AMENDMENT OF ARTICLES OF ASSOCIATION

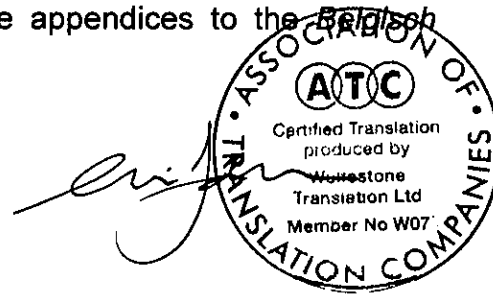
IN THE YEAR TWO THOUSAND AND THIRTEEN

on the date

In the presence of Us, meester **Pablo DE DONCKER**, associated notary public, member of the civil-law company in the form of a private company with limited liability " **Pablo & Pierre DE DONCKER**, Associated Notaries", having its registered headquarters at Oude Graanmarkt 51, 1000 Brussels, and entered in the Brussels Register of Legal Persons under number 0820.822.809, there was held an Extraordinary General Meeting of the private company with legal liability "**MIKE DE BRIE (OVERSEAS)**", having its registered headquarters at Van Volxemlaan 400, 1190 Vorst, Belgium. (registered number in the Brussels Register of Legal Persons: 0534.884.130)

Established as a result of a deed executed before Pablo DE DONCKER, Associated Notary, at Oude Graanmarkt 51, 1000 Brussels, 1000 Brussels, entered in the Brussels Register of Legal Persons under number 0820.822.809, on 22 May 2013, and subsequently published in the appendices to the *Belgisch Staatsblad* of 12 June under number 13088713.

Whose Articles of Association were amended as a result of a deed executed before the undersigned notary, Pablo DE DONCKER, on 12 August 2013, published in the appendices to the *Belgisch*



Staatsblad of 28 August 2013 under number 13133003.

OPENING OF THE MEETING

The meeting was opened at 9:00 am under the chairmanship of Mr **Paul DI CIERI-CAMBON**, born on 4 April 1970 in Montevideo, Uruguay, an Italian citizen, having Belgian personal ID (*Rijksregister*) number 700404-697-02, resident at Drève des Chasseurs 8, 1410 Waterloo, Belgium; represented at this meeting by Ms Christine Van der Veken, born on 4 June 1965 in Louvain, having *Rijksregister* ID number 65.06.04-272.45, electing as her domicile the office of DE DONCKER Notary in Brussels, pursuant to power of attorney attached.

ATTENDANCE OF THE MEETING

Present was the sole shareholder, who declared ownership of the entirety of the shares, namely one hundred and eighty thousand three hundred (180,3000), with no indication of nominal value, representing the business capital of **three hundred and seventy-nine thousand three hundred euros (379.300,00 EUR)**, namely of:

the company under U.S. law **MIKE DE BRIE LIMITED**, having its registered headquarters in Madison, WI 53701-2038, PO Box 2038, incorporated in the State of Wisconsin on 5 January 1896, having registered company number M081781 and federal tax number 45-3976438;

represented at this meeting by Christine Van der Veken, electing as her domicile the office of DE DONCKER Associated Notaries in Brussels, pursuant to power of attorney attached.

DECLARATION BY THE CHAIRMAN

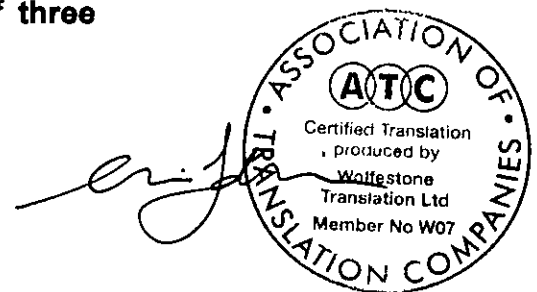
The Chairman set out the following, requesting the undersigned notary to make a deed of the following:

I. The agenda items of the present General Meeting were:

1. **Change of name** of the Company to **MIKE DE BRIE ZEITGEIST HANDELS G.m.b.H.**
2. **Transfer of registered headquarters** to Industriestrasse 38, 4700 Eupen, Belgium.
3. **Replacement of the Flemish version of the Articles of Association with a French version** to bring them into accordance with the resolutions made above.
4. Powers

II. In order to be able to participate in the present meeting, all shareholders must abide by the terms of the Articles of Associations.

III. As of today, the Company possesses a capital of **three**



hundred and seventy-nine thousand three hundred euros (EUR 379,300.00), represented by one hundred and eighty thousand three hundred (180,300) shares with no indication of nominal value.

From the foregoing, it is evident that all shareholders are present and that the entirety of the business capital is thus represented.

Accordingly, the General Meeting is able to make valid resolutions on the tabled agenda items.

IV. Each share entitles the holder to one vote.

V. To be passed, proposals require three-quarters of the numbers of votes cast.

ESTABLISHING THE VALIDITY OF THE MEETING

The Chairman stated that the sole shareholder and proprietor of the company was/were present or represented at the present meeting.

The Chairman's statement was accepted as accurate by the General Meeting. The Meeting being validly composed, it proceeded to consider the agenda items.

CONSIDERATIONS:

The General Meeting proceeded to consider and vote on the agenda items.

1. First resolution

It was proposed to the General Meeting that the name of the company be changed to **MIKE DE BRIE ZEITGEIST HANDELS G.m.b.H.**

VOTE:

This was resolved by unanimous vote.

2. Second resolution:

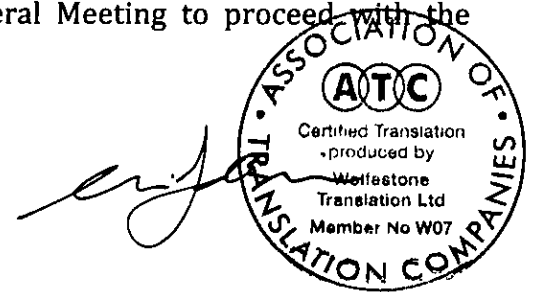
It was proposed to the General Meeting that the registered headquarters of the company be transferred to **Industriestrasse 38, 4700 Eupen, Belgium.**

VOTE:

This was resolved by unanimous vote.

3. Third resolution:

It was proposed to the General Meeting to proceed with the



replacement of the Flemish version of the Articles of Association with a French version in order to bring it into accordance with the resolution taken above. The French text is as follows:

I. NAME – REGISTERED OFFICE – NATURE OF BUSINESS - DURATION

ARTICLE 1:

The private limited company has the name **MIKE DE BRIE ZEITGEIST HANDELS G.m.b.H.**

ARTICLE 2:

The registered office of the company is at **4700 Eupen, Industriestrasse 38.**

It may be transferred to any other location within the country at the decision of the management, who hold all powers to authentically attest the resulting amendment of the articles of association providing that the relevant legal provisions are observed.

Any change of registered office should be published in the appendices of the Moniteur Belge.

Administrative offices, agencies, branches, establishment units and counters may be established at the management's decision, whether in Belgium or abroad, at any location that they deem suitable.

ARTICLE 3:

The nature of business of the company, whether for themselves, for third parties or as participants, in Belgium or abroad, is:

The wholesale, import and export, as well as on-line sales, of animal pelts, the treatment and handling of the aforementioned leather and skins.

It may carry out any business or transactions that have a direct or indirect link with the nature of its business.

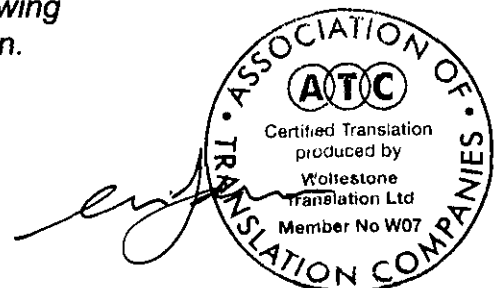
The company may carry out any goods, real estate, financial, industrial and commercial operations associated with, identical to, analogous to, useful to or connected to the nature of its business; it may also participate, either directly or indirectly, in any businesses or companies, by purchase, subscription, supply, merger, financially or through other commercial or financial forms, participation with the aim of developing, favouring or facilitating its nature of business.

The above list is by way of example and is not exhaustive.

ARTICLE 4:

The company is formed for an unlimited period.

It can be dissolved by the decision of the general meeting following deliberation, as in the case of amending the articles of association.



The company will not be bound by the death, dismissal, bankruptcy or well-known incapacity of a partner.

II. CAPITAL - SHARES

ARTICLE 5:

*The business capital is set at **379,300.00 EUR***

*It is represented by **180,300** shares with no nominal value, distributed in full.*

The business capital may be increased or reduced once or several times, providing that the legal provisions set out in the Company Code are observed.

If an increase in capital is not concomitant with the decision to increase the capital, it will be attested by notarial deed.

ARTICLE 6:

The manager or managers will call for capital on the shares not yet distributed in full according to the needs of the company and they decide the period of execution.

Any partner who neglects to pay within fifteen days of the call being issued by letter sent by recorded post, will pay interest to the company, at the legal rate, from the due date until the day that payment is made.

The manager or managers can authorise partners to sell their share before calling for capital.

ARTICLE 7:

A partner's shares may only be transferred between living persons or sold following death with the agreement of at least half of the partners holding at least three quarters of the capital, on risk of nullity, a deduction being made from the deeds whose transfer is proposed.

However, this agreement is not required when shares are sold or transferred:

- 1) to another partner;*
- 2) to the partner or testator of the seller;*
- 3) to direct ascendants or descendants;*
- 4) to other persons approved by the articles of association.*

ARTICLE 8:

The shares are indivisible. Each share bestows the right to a vote within the limits determined by the law. In case of joint ownership, the



company will only recognise a single holder of each deed. Each time that several people claim ownership of one deed, the rights according will be suspended until a single person has been designated as the owner of the deed. Should it be shared between a bare owner and a usufructuary, only the usufructuary will have the right to vote.

ARTICLE 9:

The heirs and creditors of a partner may not, for any reason, call for the sealing of the goods and documents of the company or interfere in any way in the activities of its administration.

For the execution of their rights, they should refer to the annual accounts and the decisions of the general meeting.

ARTICLE 10:

Registered shares bear a serial number and are recorded in a register held at the registered office which any partner or interested third party may access. In accordance with the law, transfers or sales of shares are recorded therein.

When recorded in the register, a related certificate will be given to the partner.

III. ADMINISTRATION - SUPERVISION

ARTICLE 11:

Management of the company is entrusted to one or several managers, whether partners or not, named by the general meeting or by the sole partner.

When a legal entity is named as a manager, it is obliged to appoint a permanent representative (**natural person**) from among its partners, managers, administrators or workers, who is responsible for carrying out this role in the name of and on behalf of the legal entity.

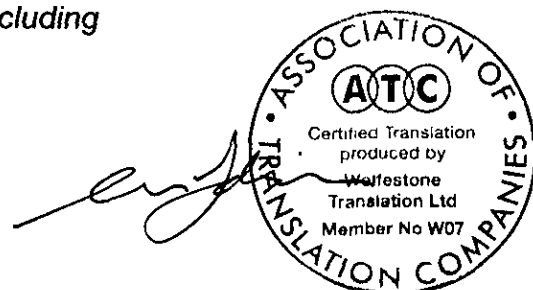
The appointment and termination of the permanent representative are subject to the same publicity rules as if they carried out this role in their own name and for themselves.

The manager or managers are granted extensive powers to represent the company, carry out all administrative acts and provisions forming part of the nature of business specified under article 3 and according to the stipulations in the Company Code.

If there is more than one, the managers may act separately.

Anything that is not explicitly reserved for the general meeting or the sole partner by the law becomes the managers' responsibility.

In particular, they can create and approve any contracts and tenders, buy, sell, exchange, operate, hire or rent out any furnishings or property; consent to and accept any lease, with or without promise to sell; take out any loans, approve all securities and payments, including



mortgages, accept any securities, issue any receipts and discharges; withdraw any orders, opposition, seizures and transcription of any form, as well as any preferred or mortgage registration, automatically or otherwise, renounce any privileges, mortgage right and action for rescission and any real rights, in any form, exempt the Land Registrar from recording automatically, both before and after payment, determine the use to which available funds and reserves are put, deal with and compromise on any business interests, name and dismiss any agents and employees, decide their remit, salary and possibly securities, represent the company in court, both as plaintiff and defendant, likewise in front of public authorities for formalities.

The above list is by way of example and is not exhaustive.

ARTICLE 12:

The manager or managers have the right to delegate their special powers to one or more of the directors, as well as to authorised representatives, whether partners or not, to decide the remit and related payment for these duties and to complete any work contract with the interested parties.

ARTICLE 13:

All acts binding the company will be signed by the manager or managers except in the case of special delegation.

Any decisions relating to acts other than those concerning the daily management will be recorded in a register of reports; each report will be signed by the manager or managers.

ARTICLE 14:

The general meeting or the sole partner may pay the manager(s) an annual salary, drawn from the overheads, in compensation for their work, distinct from their entertainment and travel expenses.

ARTICLE 15:

Monitoring of the company's activities will occur in accordance with the Company Code.

Should the appointing of an auditor no longer be obligatory, each partner will have powers to investigate and monitor and will have the right to be assisted by an appropriate expert of their choice, at their expense.

IV. GENERAL MEETINGS

ARTICLE 16:

The correctly formed general meeting of the partners represents all shareholders.

Correctly taken decisions are applicable to all, even those who are absent or who disagree.

ARTICLE 17:

When the company only has a sole partner, they exercise the powers devolved to the general meeting. They cannot be delegated.

The decisions of a sole partner, acting in place of the general meeting, are recorded in a register kept at the registered office.

ARTICLE 18:

Every year, on the second Tuesday of the month of June or, in the case of this being a bank holiday, the first following working day, excluding Saturdays, at the same time, a general meeting will be held at the company's registered office, or any other location indicated in the notification to attend, where the manager's or managers' and, if necessary, the auditor's report will be read, the annual accounts will be approved and any other matters will be dealt with.

The notifications to attend for any general meeting will contain the agenda indicating the matters to be dealt with.

They will consist of letters sent by recorded delivery to the partners, authorised representatives, auditors and managers, fifteen days before the meeting.

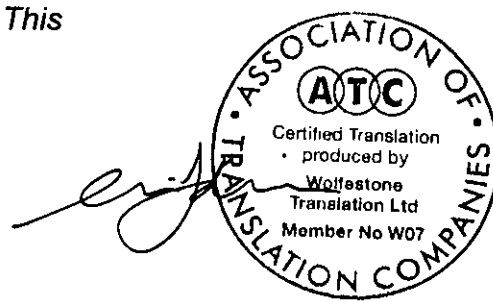
At the same time as the notification to attend the general meeting, the partners, authorised representatives, auditors and managers will be sent a copy of the documents that should be sent to them according to the Company Code.

A list of those present at each general meeting will be recorded.

The managers will respond to questions posed by the partners regarding their report or points relating to the agenda, providing that providing such information or facts would not seriously prejudice the company, partners or staff of the company.

Following approval of the annual accounts, the meeting will hold a special vote on the payment to be awarded to the manager(s) and possibly to the auditor.

The managing body has the right to defer immediately any decision relating to the approval of the annual accounts by three weeks. This



deferral will not nullify any other decisions taken, unless the meeting decides otherwise. The second meeting has the right to definitively close the annual accounts.

ARTICLE 19:

The manager may call an extraordinary general meeting whenever the interests of the company require it. The general meeting should be called at the request of the partners who together represent one fifth of the company capital.

ARTICLE 20:

Each partner may be represented at the general meetings by a special representative, whether they are a partner or not.

A partner may be represented by his or her spouse.

The manager may decide the form of proxies and require that they be deposited at least five days before the meeting at a stated location.

ARTICLE 21:

The general meeting may only deliberate upon issues relating to the agenda. No proposal made by the partners may be deliberated upon if it is not signed by partners representing a fifth of the capital and if it has not been announced to the manager within an appropriate time to be added to the notifications to attend.

The partner(s) may unanimously take all decisions relating to the power of the general meeting in writing, excluding those that must be passed by notarial deed or those to be taken according to article 317 of the Company Code.

Decisions are to be taken by simple majority vote, whatever the share of capital represented, unless stated otherwise in the Company Code. In case of a tie, the proposal is rejected.

A secret ballot will take place if requested by the majority of members of the meeting.

ARTICLE 22:

Minutes of the general meetings will be signed by members of the office and by partners who wish to do so.

Copies of or extracts from the minutes of the general meetings will be signed by the manager.

V. INVENTORY – ANNUAL ACCOUNTS - ALLOCATION - STOCK

ARTICLE 23:

The financial year runs from the first of January to the thirty first of December of each year.

Each year, on the thirty first of December, the books will be closed. The manager will prepare the inventory and the annual accounts in accordance with the law.

ARTICLE 24:

Following the deduction of general costs, business charges and write-offs, any favourable balance in the account forms the company's profits. A deduction of at least a twentieth is taken from the net profits annually to form a reserve fund.

This deduction will cease to be obligatory once the reserve fund reaches a tenth of the company capital. The balance is made available to the general meeting who will decide on its use.

No distribution may take place if, at the end of the previous financial year, the net assets arising from the annual accounts are, or would become, lower than the total liberated capital, or, if this value is greater, the called-up capital, plus all the reserves that the law or the articles of association do not allow to be distributed, following such a distribution.

VI. DISSOLUTION - LIQUIDATION

ARTICLE 25:

Should the general meeting decide to dissolve the company, it will have the most extensive powers and attributes in order to appoint the liquidator or liquidators, to decide their powers and payment.

Once all debts, costs and liquidation fees have been paid or the necessary sums have been allocated, the net assets are divided equally between all shares.

However, if all shares are not distributed equally, the liquidators will re-establish balance either by calling for funds or by partial reimbursement.

ARTICLE 26:

In accordance with the Company Code, if one person holds all the shares, this does not result in the dissolution of the company.

If this person is a legal entity and a new partner has not joined the company or the company has not been dissolved within one year, the sole partner is considered as joint and several guarantor for all the company's obligations arising following its acquisition of all shares, until a new partner joins the company or its dissolution is published.



The death of a sole partner does not result in the dissolution of the company. Without prejudice to the stipulations of the Company Code and unless contrary clauses appear in the articles of association, the rights accorded to the shares will be exercised by the correctly appointed heirs and legatees, in proportion to their rights of succession, until the said shares are divided up or until the legacy relating to them is issued.

VII. NOMINATION OF RESIDENCE – GENERAL CLAUSES

ARTICLE 27:

Any partner, manager, auditor, director or authorised representative who resides abroad is bound to nominate a residence within the area of the registered office for everything relating to the execution of these statutes.

Should no residence be nominated, this will default to the registered office where all summons, demands and communications can validly be delivered.

ARTICLE 28:

For anything not mentioned in these statutes, the parties will refer to the clauses in the Company Code.

VOTE:

Following article-by-article consideration of the text, this resolution was approved by unanimous vote.

4. Fourth resolution:

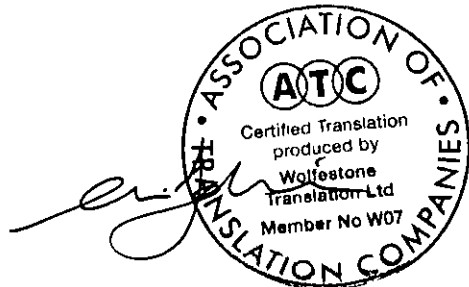
It was resolved to accord the undersigned notary full powers of attorney to write up the coordination of the Articles of Association and to submit the deed to the Registry of the Commercial Court of Brussels.

VOTE:

This was resolved by unanimous vote.

FEE ENTITLEMENT

At the declaration of the instructed Notary, the fee payable arising from the present Deed is ninety-five euros (€95.00).



DECLARATIONS

Each person appearing declared:

- that his/her identity was indeed that stated above;
- that up until the present day, he/she had not submitted any requests for debt consolidation;
- that he/she had not been appointed any provisional administrator or legal counsel;
- that he/she had not submitted any request for legal reorganisation (under the Companies Continuity Act);
- that the Commercial Court had not appointed him/her any provisional administrator;
- that he/she was not the subject of any unresolved bankruptcy;
- and, in general, that he/she had not been deprived of control of his/her own assets.

ARTICLE 9 § 1 paras. 2 and 3 of the Organic Law

The parties appearing acknowledged that they had been notified by the instructed Notary of the right that each party has to freely choose to instruct another notary or to be advised by a legal counsel, in particular in the case that conflicts of interest or unfair terms should come to light.

FINAL DETERMINATIONS; COSTS

There being no further resolutions to consider, the meeting was adjourned at 9:30 am.

The sum of costs payable by the Company or to be invoiced to the Company arising from this Deed is EUR 1,622.14.

WHEREOF WITNESS MY HAND

Done and executed at the office in Brussels.

Date as indicated.

Following a full and commented reading-aloud whereof, the parties appearing, together with us, Notary, signed it, having received the draft, on 24 November 2013.

Approved: the striking-
out of

/ word(s)
/ line(s)
/ figure(s)
/ letter(s)
in this Deed

