Account Type:	Account Number:	Sign. Req.	Date:
Address:		Tel:	
Name: Financial Strategy Group, Ltd.		EIN: [redacted]	
Name: Darren Indyke		SSN: [redacted] ID Type: No:	
Name:		SSN: ID Type: No:	
Name:		SSN: ID Type: No:	
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.	Prepared by: Authorized by:		

NA 101E 7/2002
NNS-0001

Instructions for completion

Please print this form 3 times and complete in triplicate in blue or black ink.

Please insert the name of the company or the account title under account name.

Please print the name of each authorized signatory to the account together with a sample of their signature in each field under name. If there are more than four signatories please use additional signature cards as necessary.

The Bank will complete the remaining fields.

Important Please provide each signature card in triplicate with the original signatures (no photocopies).

FirstBank is a subsidiary of First Bancorp (NYSE: FBP

Account Type:	Account Number:	Sign. Req.	Date:
Address:		Tel:	
Name: Financial Strategy Group, Ltd.		EIN: [redacted]	
Name: Darren Indyke		SSN: [redacted] ID Type: No:	
Name:		SSN: ID Type: No:	
Name:		SSN: ID Type: No:	
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.	Prepared by: Authorized by:		

NA 101E 7/2002
NNS-0001

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The Bank will complete the remaining fields.

Important Please provide each signature card in triplicate with the original signatures (no photocopies).

FirstBank is a subsidiary of First Bancorp (NYSE: FBP

Account Type:	Account Number:	Sign. Req.	Date:
Address:		Tel:	
Name: Financial Strategy Group, Ltd.		EIN: [redacted]	
Name: Jeffrey Epstein		SSN: [redacted] ID Type: No:	
Name:		SSN: ID Type: No:	
Name:		SSN: ID Type: No:	
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.	Prepared by: Authorized by:		

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NNS-0001

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FirstBank is a subsidiary of First Bancorp (NYSE: FBP

Account Type:	Account Number:	Sign. Req.	Date:
Address:		Tel:	
Name: Financial Strategy Group, Ltd.		EIN: [redacted]	
Name: Jeffrey Epstein		SSN: [redacted] ID Type: No:	
Name:		SSN: ID Type: No:	
Name:		SSN: ID Type: No:	
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.	Prepared by: Authorized by:		

NA 101E 7/2002
NNS-0001

Instructions for completion

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The Bank will complete the remaining fields.

Important Please provide each signature card in triplicate with the original signatures (no photocopies).

FirstBank is a subsidiary of First Bancorp (NYSE: FBP

First Bank
Virgin Islands

Corporate Resolution

I, the undersigned Secretary, hereby certify to FirstBank, that at a meeting of the Board of Directors of Financial Strategy Group, Ltd. ("Corporation")

a corporation organized and existing under the laws of U.S. Virgin Islands

duly called and duly held on the 9 day of May , 2014 the following Resolutions were duly adopted, and that the said Resolutions have been entered upon the regular minute books of the Corporation, are in accordance with the By-Laws and are now in full force and effect.

RESOLVED:

1. The Officers of Corporation, or any one or more of them, are hereby authorized to open a bank account or accounts from time to time with FirstBank and its subsidiaries and affiliates (each being hereinafter referred to as "Bank") for and in the name of Corporation with such title or titles as he or they may designate.

2. The President and the Secretary
(Indicate by Title person(s) authorized, e.g., President, Treasurer, Bookkeeper, etc.)

of Corporation, signing singly
(For purpose of signing items, indicate e.g., singly, any two, etc.)

and their successors and any other person hereinafter authorized by any means to sign on behalf of Corporation ("Authorized Person(s)") are hereby authorized to sign, by hand or by facsimile (including, but not limited to, computer generated) signature(s), checks, drafts, acceptances and other instruments (hereinafter each collectively referred to as "Item(s)"). Notwithstanding the above, any Authorized Person is authorized singly to: (1) initiate Automated Clearing House ("ACH") debits without a signature; (2) initiate payments by use of Depository Transfer Checks ("DTC") without a signature other than the name of Corporation printed on the DTC; or (3) give instructions, by means other than the signing of an Item, with respect to any account transaction, including, but not limited to, the payment, transfer or withdrawal of funds by wire, computer or other electronic means, or otherwise, or of money, credits, items or property at any time held by Bank for account of Corporation ("Instructions").

3. Bank is hereby authorized to honor and pay Items, whether signed by hand or by facsimile (including, but not limited to, computer generated) signature(s) if the actual or purported facsimile signatures(s), regardless of how or by whom affixed, resembles the specimens filed with Bank by Corporation and other orders, DTCs, ACHs, and Instructions, given singly by any Authorized Person. Bank is further authorized to honor and pay DTCs, ACHs, Instructions, and other orders given singly by any Authorized Person, including such as may bring about or increase an overdraft and such as may be payable to or for the benefit of any Authorized Person or other Officer or employee individually, without inquiry as to the circumstances of the issuance or the disposition of the proceeds thereof and without limit as to amount.

4. Bank is hereby authorized to accept for deposit, for credit, or for collection, or otherwise, items endorsed by any person or by stamp or other impression in the name of Corporation without inquiry as to the circumstances of the endorsement or any lack of endorsement or the disposition of the proceeds.

5. The President
(Indicate by Title person(s) authorized to effect Loans, Advances, etc., e.g., President, Vice President, Treasurer, etc.)

of Corporation, signing singly
(Indicate how Notes, etc. are to be signed, e.g., singly, any two, etc.)

are hereby authorized to effect loans and advances and obtain credit at any time for Corporation from Bank (and guarantee on behalf of Corporation the obligations of others to Bank), secured or unsecured, and for such loans and advances and credit and guarantees to make, execute and deliver promissory notes and other written obligations or evidence of indebtedness of Corporation, applications for letters of credit, instruments of guarantee and indemnity and any agreements or undertakings, general or specific, with respect to any of the [illegible] and as may be for the payment of loans, advances, indebtedness, guarantees and liabilities of, or credit given to, Corporation or [illegible] with respect to, endorse and

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9. Corporation agrees to be bound by the Terms and Conditions for Business Accounts and Services, as well as any signature card, deposit ticket, checkbook, passbook, statement of account, receipt instrument, document or other agreements, such as, but not limited to, funds transfer agreements, delivered or made available to Corporation from Bank and by all notices posted at the office of Bank at which the account of Corporation is maintained, in each case with the same effect as if each and every term thereof were set forth in full herein and made a part hereof.

10. The Officers of Corporation or any one or more of them are hereby authorized to act for Corporation in all other matters and transactions relating to any of its business with Bank including, but not limited to, the execution and delivery of any agreements or contracts necessary to effect the foregoing Resolutions.

11. Bank is hereby released from any liability and shall be indemnified against any loss, liability or expense arising from honoring any of these Resolutions.

12. Subject to paragraph 8 above, each of the foregoing Resolutions and the authority thereby conferred shall remain in full force and effect until written notice of revocation or modification by presentation of new Corporate Resolutions and signature cards shall be received by Bank; provided that such notice shall not be effective with respect to any exercise of said authorities until Bank shall have had a reasonable opportunity to act thereon and in no event prior to the receipt thereof nor with respect to any checks or other instruments, for the payment of money or the withdrawal of funds dated on or prior to the date of such notice, but presented to Bank after the receipt of such notice. The Secretary or any Assistant Secretary or any other Officer of Corporation is hereby authorized and directed to certify, under the seal of Corporation or not, but with like effect in the latter case, to Bank the foregoing Resolutions, the names of the Officers and other representatives of Corporation and any changes from time to time in the said Officers and representatives and specimens of their respective signatures. Bank may conclusively assume that persons at any time certified to it to be Officers or other representatives of Corporation continue as such until receipt by Bank of written notice to the contrary.

I FURTHER CERTIFY that the persons herein designated as Officers of Corporation have been duly elected to and now hold the offices in Corporation set opposite their respective names and that the following are the authentic, official signatures of the said respective Officers and of the named signatories who are not Corporate Officers, to wit:

Name (Typewritten or Printed)	Office	Signature
Jeffrey Epstein	President	
	Vice President	
Darren Indyke	Secretary	
Richard Kahn	Treasurer	

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and affixed the seal of the said Corporation this 9 day of May, 2014.

• Attest (Second Officer)

Secretary

GOVERNMENT OF THE VIRGIN ISLANDS
OF THE UNITED STATES
OFFICE OF THE LIEUTENANT GOVERNOR

DIVISION OF BANKING AND INSURANCE

CERTIFICATE OF LICENSURE

This is to certify that in accordance with Title 9, Chapter 25, Subchapter I of the Virgin Islands Code, which provides for the regulation of the business of International Banking Entities in the Virgin Islands,

FINANCIAL STRATEGY GROUP, LTD.
#6100 Red Hook Qtrs Suite B3
St. Thomas, VI 00802

has filed in this office all the documents required by law, has complied with the terms of its Incorporation and laws of the Virgin Islands, and has furnished satisfactory evidence of such character as to entitle it to conduct business as a:

INTERNATIONAL BANKING ENTITY

Now, Therefore, I, John D. McDonald, Director, in pursuance of the authority vested in me, do hereby authorize the above-named entity to transact business in the Virgin Islands of the United States.

This Certificate of Licensure is valid from January 1, 2015 to December 31, 2015. Renewal of this Certificate of Licensure is required annually upon expiration as of the 31st day of December, and it may be suspended or revoked as provided by law.

Given under this Seal of the Government of the Virgin Islands of the United States, at Charlotte Amalie, St. Thomas, this 22nd day of DECEMBER, 2014.

JOHN D. MCDONALD
Director
Division of Banking and Insurance

FEE: $10,000

Commercial Checking	[redacted]	Sign. Req. 1COM	Date: /2/15
6100 Red Hook Quarter B3 St. Thomas, VI. 00802		Home: Work: [redacted]	
Name: Southern Country International LTD		SSN: [redacted] ID Type: No:	
Name: Superseding-Current-Reason Name change Date: 2/22/16 Initial:		SSN: ID Type: No:	
Name:		SSN: ID Type: No:	
Name:		SSN: ID Type: No:	
I/We hereby acknowledge having received the Deposit Account Agreement, the First BanCorp Information Sharing and Privacy Policy, and the product rates and fees.	Prepared by: J.George Authorized by:		

Commercial Checking	[redacted]	Sign. Req. 1COM	Date: 01/02/15
6100 Red Hook Quarter B3 St. Thomas, VI. 00802		Home: Work: [redacted]	
Name: Southern Country International LTD		SSN: [redacted] ID Type: No:	
Name Superseding-Current-Reason Name Change Date: 2/22/16 Initial:		SSN: ID Type: No:	
Name:		SSN: ID Type: No:	
Name:		SSN: ID Type: No:	
I/We hereby acknowledge having received the Deposit Account Agreement, the First BanCorp Information Sharing and Privacy Policy, and the product rates and fees.	Prepared by: J.George Authorized by:		

CERTIFICATION OF BENEFICIAL OWNER(S)

The Information contained in this Certification is sought pursuant to Section 1020.230 of Title 31 of the United States Code of Federal Regulations (31 CFR 1020.230).

Person opening an account on behalf of a legal entity must provide the following information:

Account # [redacted]

1. [redacted] Name and title of Natural Person Opening Account	2. Last Name	3. Middle Initial
JEFFREY	EPSTEIN	E

4. Name and type of Legal Entity for Which the Account is Being Opened
SOUTHERN COUNTRY INTERNATIONAL, LTD.

4a. Legal Entity Address	4b. City	4c. State	4d. ZIP/Postal Code
6100 Red Hook Quarter B3	St. Thomas	USVI	00802

SECTION I

(To add additional individuals, see page 3)

Please provide the following information for an individual(s), if any, who, directly or indirectly, through any contract arrangement, understanding, relationship, or otherwise owns 20% or more of the equity interests of the legal entity listed above.

Check here ☐ if no individual meets this definition and complete Section II.

5. [redacted] Name	6. Last Name	7. M.I.	8. Date of Birth
Jeffrey	Epstein	E	01/20/1953

9. Address	10. City	11. State	12. ZIP/Postal Code
6100 Red Hook Quarter B3	St. Thomas	USVI	00802

13. Country	14. SSN *(U.S. Persons/ Non-U.S. Persons)*	15. Identification Number *(SSN, Passport Number or other similar identification number)*
USA	[redacted]	[redacted]

15a. State of Issuance:	15b. Country of Issuance:	16. Ownership %
USA	USA	100

NOTE: *In lieu of a passport number, Non-U.S. Persons may also provide a Social Security Number, an alien identification card number, or number and country of issuance of any other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard.*

SECTION II

Please provide the following information for an individual with significant responsibility for managing or directing the entity, including, an executive officer or senior manager (e.g., Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Managing Member, General Partner, President, Vice President, Treasurer); or Any other individual who regularly performs similar functions.

17. First Name	18. Last Name	19. M.I.	20. Date of Birth
Jeffrey	Epstein	E	01/20/1953

21. Address	22. City	23. State	24. ZIP/Postal Code
6100 Red Hook Quarter B3	St. Thomas	USVI	00802

25. Country	26. SSN SSN *(U.S. Persons/ Non-U.S. Persons)*	27. Identification *(SSN, Passport Number or other similar identification number)*
USA	[redacted]	[redacted]

27a. State of Issuance:	27b. Country of Issuance:
USA	USA

NOTE: *In lieu of a passport number, Non-U.S. Persons may also provide a Social Security Number, an alien identification card number, or number and country of issuance of any other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard.*

I, JEFFREY EPSTEIN *(name of person opening account)*, hereby certify, to the best of my knowledge, that the information provided herein is true and correct. If any of the above mentioned information changes I agree to provide the financial institution written notification of such changes.

Signature: _____ Date: 02/11/2019 *(MM/DD/YYYY)*

NNNG-1618-0418

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CONFIDENTIAL

Legal Entity Identifier (Optional): _____

AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FINANCIAL STRATEGY GROUP, LTD.

We, the undersigned, do hereby adopt the following amendments to the Articles of Incorporation of Financial Strategy Group, Ltd.:

Article I shall be deleted in its entirety and amended to read as follows:

ARTICLE I

The name of the Corporation (hereinafter referred to as the "Corporation") is *SOUTHERN COUNTRY INTERNATIONAL, LTD.*

****

Article IV shall be deleted in its entirety and amended to read as follows:

ARTICLE IV

The total number of shares of all classes of stock that the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock at $5.00 par value and One Hundred Thousand (100,000) shares of preferred stock at $1.00 par value with an 8% coupon.

The minimum amount of capital with which the Corporation will commence business is One Hundred Thousand Dollars ($100,000).

[signature page follows]

IN WITNESS WHEREOF, we have hereunto subscribed our names this 13th day of March, 2015.

Jeffrey E. Epstein, President

Darren K. Indyke, Secretary

Richard Kahn, Treasurer

TERRITORY OF THE UNITED STATES VIRGIN ISLANDS)
DISTRICT OF ST. THOMAS AND ST. JOHN)

The foregoing instrument was acknowledged before me this ____ day of March, 2015, by Jeffrey E. Epstein.

Notary Public

STATE OF NEW YORK)
COUNTY OF NEW YORK)

The foregoing instrument was acknowledged before me this 13th day of March, 2015, by Darren K. Indyke and Richard Kahn.

Notary Public

HABIBE AVDIU
NOTARY PUBLIC-STATE OF NEW YORK
No. 01AV6313116
Qualified in Richmond County
My Commission Expires October 14, 2018

1 First Bank
Virgin Islands

Corporate Resolution

I, the undersigned Secretary, hereby certify to FirstBank, that at a meeting of the Board of Directors of Southern Country International LTD ("Corporation")

a corporation organized and existing under the laws of U.S. Virgin Islands

duly called and duly held on the 2 day of _____, _____ the following Resolutions were duly adopted, and that the said Resolutions have been entered upon the regular minute books of the Corporation, are in accordance with the By-Laws and are now in full force and effect.

RESOLVED:

1. The Officers of Corporation, or any one or more of them, are hereby authorized to open a bank account or accounts from time to time with FirstBank and its subsidiaries and affiliates (each being hereinafter referred to as "Bank") for and in the name of Corporation with such title or titles as he or they may designate.

2. The President and Secretary
(Indicate by Title person(s) authorized, e.g., President, Treasurer, Bookkeeper, etc.)

of Corporation, signing singly
(For purpose of signing items, indicate e.g., singly, any two, etc.)

and their successors and any other person hereinafter authorized by any means to sign on behalf of Corporation ("Authorized Person(s)") are hereby authorized to sign, by hand or by facsimile (including, but not limited to, computer generated) signature(s), checks, drafts, acceptances and other instruments (hereinafter each collectively referred to as "Item(s)"). Notwithstanding the above, any Authorized Person is authorized singly to: (1) initiate Automated Clearing House ("ACH") debits without a signature; (2) initiate payments by use of Depository Transfer Checks ("DTC") without a signature other than the name of Corporation printed on the DTC; or (3) give instructions, by means other than the signing of an Item, with respect to any account transaction, including, but not limited to, the payment, transfer or withdrawal of funds by wire, computer or other electronic means, or otherwise, or of money, credits, items or property at any time held by Bank for account of Corporation ("Instructions").

3. Bank is hereby authorized to honor and pay Items, whether signed by hand or by facsimile (including, but not limited to, computer generated) signature(s) if the actual or purported facsimile signatures(s), regardless of how or by whom affixed, resembles the specimens filed with Bank by Corporation and other orders, DTCs, ACHs, and Instructions, given singly by any Authorized Person. Bank is further authorized to honor and pay DTCs, ACHs, Instructions, and other orders given singly by any Authorized Person, including such as may bring about or increase an overdraft and such as may be payable to or for the benefit of any Authorized Person or other Officer or employee individually, without inquiry as to the circumstances of the issuance or the disposition of the proceeds thereof and without limit as to amount.

4. Bank is hereby authorized to accept for deposit, for credit, or for collection, or otherwise, Items endorsed by any person or by stamp or other impression in the name of Corporation without inquiry as to the circumstances of the endorsement or any lack of endorsement or the disposition of the proceeds.

5. The President
(Indicate by Title person(s) authorized to effect Loans, Advances, etc., e.g., President, Vice President, Treasurer, etc.)

of Corporation, signing singly
(Indicate how Notes, etc. are to be signed, e.g., singly, any two, etc.)

are hereby authorized to effect loans and advances and obtain credit at any time for Corporation from Bank (and guarantee on behalf of Corporation the obligations of others to Bank), secured or unsecured, and for such loans and advances and credit and guarantees to make, execute and deliver promissory notes and other written obligations or evidence of indebtedness of Corporation, applications for letters of credit, instruments of guarantee and indemnity and any agreements or undertakings, general or specific, with respect to any of the foregoing, and as security for the payment of loans, advances, indebtedness, guarantees and liabilities of, or credit given to, Corporation or others to pledge, hypothecate, mortgage, assign, transfer, grant liens and security interests in, give rights with respect to, endorse and deliver property of any description, real or personal, and any interest therein and evidence of any thereof at any time held by Corporation, and to execute mortgages, deeds of trust, security agreements, instruments of transfer, assignment or pledge, powers of attorney and other agreements or instruments which may be necessary or desirable in connection therewith; and also to sell to, or discount with Bank, commercial paper, bills receivable, accounts receivable, stocks, bonds or any other securities or property at any time held by Corporation, and to that end to endorse, assign, transfer and deliver the same; to execute and deliver instruments or agreements of subordination and assignment satisfactory to Bank and also to give any orders or consents for the delivery, sale, exchange or other disposition of any property or interest therein or evidence thereof belonging to Corporation and at any time in the hands of Bank, whether as collateral or otherwise; and to execute and deliver such other agreements, instruments and documents and to do such other acts and things as may be necessary or desirable or required by Bank in connection with any of the foregoing and Bank is hereby authorized to honor, accept and execute any of the transactions described above.

6. All loans, discounts and advances heretofore obtained on behalf of Corporation and all notes and other obligations or evidences thereof of Corporation held by Bank are hereby approved, ratified, and confirmed.

7. Corporation does hereby give to Bank a continuing lien for the amount of any and all liabilities and obligations of Corporation to Bank and claims of every nature and description of Bank against Corporation, whether now existing or hereafter incurred, originally contracted with Bank and/or with another or others and now or hereafter owing to or acquired in any matter by Bank, whether contracted by Corporation alone or jointly and/or severally with another or others, absolute or contingent, secured or unsecured, matured or unmatured upon any and all moneys, securities and any and all other property of Corporation and the proceeds thereof, now or hereafter actually or constructively held or received by or in transit in any matter to or from Bank, its correspondents or agents from or for Corporation, whether for safekeeping, custody, pledge, transmission, collection or otherwise coming into the possession of Bank in any way. Bank shall also have a right of set-off for the amount of the obligations, and Bank may at any time or times and without notice apply Corporation's deposits (general or special), Corporation's credits with Bank, or Corporation's claims against Bank, or any parts thereof, to such obligations and in such amounts as Bank may elect, although said obligations may be contingent or unmatured and whether any collateral therefore is deemed adequate or not.

8. In case of conflicting claims or disputes, or doubt on Bank's part as to the validity, extent, modification, revocation or exercise of any of the authorities herein contained Bank may but need not recognize nor give any effect to any notice from any Officer, or from any other person, purporting to cancel, restrict or change any of said authorities, or the exercise thereof, unless Bank is required to do so by the judgment, decree or order of a court having jurisdiction of the subject matter and of the parties to such conflicting claims or disputes.

9. Corporation agrees to be bound by the Terms and Conditions for Business Accounts and Services, as well as any signature card, deposit ticket, checkbook, passbook, statement of account, receipt instrument, document or other agreements, such as, but not limited to, funds transfer agreements, delivered or made available to Corporation from Bank and by all notices posted at the office of Bank at which the account of Corporation is maintained, in each case with the same effect as if each and every term thereof were set forth in full herein and made a part hereof.

10. The Officers of Corporation or any one or more of them are hereby authorized to act for Corporation in all other matters and transactions relating to any of its business with Bank including, but not limited to, the execution and delivery of any agreements or contracts necessary to effect the foregoing Resolutions.

11. Bank is hereby released from any liability and shall be indemnified against any loss, liability or expense arising from honoring any of these Resolutions.

12. Subject to paragraph 8 above, each of the foregoing Resolutions and the authority thereby conferred shall remain in full force and effect until written notice of revocation or modification by presentation of new Corporate Resolutions and signature cards shall be received by Bank; provided that such notice shall not be effective with respect to any exercise of said authorities until Bank shall have had a reasonable opportunity to act thereon and in no event prior to the receipt thereof nor with respect to any checks or other instruments, for the payment of money or the withdrawal of funds dated on or prior to the date of such notice, but presented to Bank after the receipt of such notice. The Secretary or any Assistant Secretary or any other Officer of Corporation is hereby authorized and directed to certify, under the seal of Corporation or not, but with like effect in the latter case, to Bank the foregoing Resolutions, the names of the Officers and other representatives of Corporation and any changes from time to time in the said Officers and representatives and specimens of their respective signatures. Bank may conclusively assume that persons at any time certified to it to be Officers or other representatives of Corporation continue as such until receipt by Bank of written notice to the contrary.

I FURTHER CERTIFY that the persons herein designated as Officers of Corporation have been duly elected to and now hold the offices in Corporation set opposite their respective names and that the following are the authentic, official signatures of the said respective Officers and of the named signatories who are not Corporate Officers, to wit:

Name (Typewritten or Printed)	Office	Signature
Jeffrey Epstein	President	
	Vice President	
Darren Indyke	Secretary	Darren Indyke
Richard Kahn	Treasurer	Richard Kahn

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and affixed the seal of the said Corporation this 16th day of December, 2015.

• Attest (Second Officer) Richard Kahn
Signature
Treasurer
Title

Darren Indyke
Secretary

AFFIX CORPORATE SEAL HERE

• Note: In case the Secretary is authorized to sign by the above Resolutions, this certificate should be attested by a second Officer of Corporation.

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CONFIDENTIAL

First Bank
Virgin Islands

Corporate Resolutions For Telephone/ Telex/Facsimile/Written Instructions

We hereby certify that at a Meeting of the Board of Directors of

Southern Country International LTS

A company duly organized and existing under the laws of U.S. Virgin Islands

Held at _____ on the 16 day of December, 20 15.

IT WAS RESOLVED

1. That the company issue in favor of FirstBank (the "Bank") a Corporate Authorization and Indemnity Agreement For Telephone/Telex/Facsimile/Written Instructions in the form required by the Bank, a copy of such form having been presented to and approved by the Board of Directors

2. That Jeffrey Epstein, President (Print Name and Corporate Title) ☐ and / ☒ or* Richard Kahn, Treasurer / Darren Indyke, Secretary (Print Name and Corporate Title)
be authorized to execute the said Authorization and Indemnity Agreement in favor of the Bank.

Certified as being a true copy of the Resolution of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand as Director/Secretary of the corporation this 16 day of December, 20 15.

Darren Indyke
Signature

Darren Indyke, Secretary
Name and Title

Superseding-Current-Reason: name change
Date: 2/22/16 Initial:

* Select One

FirstBank Virgin Islands is a Division of FirstBank Puerto Rico
NNB-2315-0603

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First Bank
Virgin Islands

Corporate Authorization and Indemnity Agreement For Telephone/Telex/Facsimile/Written Instructions

1. Authorization. The undersigned hereby requests and authorizes FirstBank (the "Bank") to accept and act upon any instructions ("instructions") delivered by telephone or telex or written or facsimile transmission given or purportedly given by a person or persons authorized to transact business with the Bank as shown on the corporate resolution or other evidence or advice of authority from time to time maintained in the records of the Bank.

2. No Liability of Bank. The undersigned accepts the risk that instructions may be given by an unauthorized person and agrees that the Bank will have no liability or responsibility for acting in accordance with any instructions, whether or not genuine or duly authorized. The Bank shall have no liability or responsibility for any misunderstandings arising out of any telephone instructions.

3. Security Procedures. The security procedure agreed upon for verifying the authenticity of instructions is a call back to any of the following individuals, whether or not such individual has initiated any such transfer. (The Bank recommends that the persons designated below should not be persons who generally issue instructions. Whenever possible, the Bank will endeavor to call someone other than the issuer of the instructions.)

Name and Title	Telephone Number (Include country/Area Code)
Jeanne Brennan - Accountant	[redacted]
Richard Kahn - Treasurer	
Darren Indyke - Secretary	

Alternatively, at the Bank's option, the call back may be made to any person designated on the signature cards or any other account documentation on file with the Bank for the undersigned's accounts as authorized to issue instructions or otherwise transact business on such account.

In addition to call back, the parties agree that for instructions received by facsimile transmission, or in writing, the Bank will determine whether the instructions purport to bear the signature of any individual who is designated on the current signature cards or other account documentation on file with the Bank for the undersigned's account(s) as authorized to issue instructions or otherwise transact business on such accounts.

The security procedures and other terms specified in this Agreement also apply to amendments and cancellations of instructions. It is understood that these security procedures are designed to verify the authenticity, and not the correctness, of instructions.

The Bank may, at its option, record (electronically or otherwise) any call back made pursuant to this Agreement, any instructions or other instructions given by telephone and any other telephone discussions relating to instructions.

The undersigned agrees that its rights and duties and those of the Bank hereunder shall be governed by the terms of the Bank's Account Terms and Conditions (as may be amended from time to time) applicable to the undersigned's accounts at the Bank. The undersigned agrees that the security procedures set forth herein constitute a commercially reasonable method of providing security against unauthorized instructions. The undersigned agrees to be bound by any instruction, whether or not authorized, issued in the undersigned's name and accepted by the Bank in compliance with the security procedure set forth herein and the undersigned agrees to indemnify and hold the Bank harmless from any loss suffered or liability incurred by the Bank in, or arising from the Bank's execution of instructions believed by the Bank in good faith to have been given (or signed in the case of any facsimile transmission) by a person authorized as provided above, provided the Bank has complied with such security procedure.

4. Bank May Decline to Act. It is understood that the Bank shall have no obligation to execute any instruction unless and until such instruction is verified in accordance with the security procedures set forth herein, and the undersigned will indemnify and hold the Bank harmless from any loss suffered or liability incurred by the Bank in refraining from processing an instruction after all reasonable efforts to verify such instruction in accordance with this agreement have failed or in delaying the execution of an instruction until such verification is obtained. Upon notice to the undersigned, the Bank may also, at its option, refuse to execute any instruction or part thereof for any other reason without incurring any responsibility for any loss, liability or expense arising out of such refusal.

5. Indemnity. The undersigned agrees to indemnify the Bank, it's affiliates, subsidiaries and their directors, officers, representatives and agents on demand for all losses, claims, damages or expenses (including legal fees and disbursements) which it or any of them may suffer or incur in connection with this Agreement, including, but not limited to, acting or refusing to act on any Telephone or Telex or Facsimile or Written Instruction, whether or not genuine or duly authorized.

6. Our continued issuance of Transfer Instructions following our receipt, execution and return of this letter to the bank will constitute our agreement to the security procedures and other terms specified herein.

Account Holders: Southern Country International LTD
Corporate Name

By: _____
Signature(s)

Jeffrey Epstein President
Name(s) and Title(s)

FirstBank Virgin Islands is a Division of FirstBank Puerto Rico

SDNY_GM_00013366

FINANCIAL STRATEGY GROUP, LTD.

CONSENT OF SOLE STOCKHOLDER IN LIEU OF MEETING

March 13, 2015

The undersigned, being the sole stockholder of Financial Strategy Group, Ltd., a Virgin Islands corporation (the "Corporation"), does hereby consent, pursuant to Section 196, Subchapter VII, Title 13 of the Virgin Islands Code, commonly known as the General Corporation Law of the United States Virgin Islands, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all action required or permitted thereby:

WITNESSETH:

WHEREAS, in order to comply with the requirements of U.S. Virgin Islands law applicable to the corporate names of International Banking Entities, the Board of Directors has determined it is necessary to change the name of the Corporation;

WHEREAS, in connection with the change of the Corporation's name to comply with U.S. Virgin Islands law as aforesaid, the Board of Directors has elected the name Southern Country International, Ltd. as a proposed new name for the Corporation;

WHEREAS, Article IV of the Articles of Incorporation of the Corporation currently provides as follows:

> "The total number of shares of all classes of stock that the Corporation is authorized to issue is One Million (1,000,000) shares of common stock at $5.00 par value; no preferred stock authorized.
>
> The minimum amount of capital with which the Corporation will commence business is Five Hundred Thousand Dollars ($500,000.00)"

WHEREAS, the Board of Directors has determined that it would be in the interests of the Corporation to decrease the number of authorized shares of Common Stock, $5.00 par value (the "Common Stock"), and authorize 100,000 shares of a separate class of preferred stock having a par value of $1.00 per share and an 8% coupon, with such other designations, rights, preferences, privileges, limitations, and restrictions as may be designated by the Board of Directors in resolutions adopted by the Board of Directors at a future date (the "Preferred Stock");

WHEREAS, in accordance with the provisions of §91, Subchapter V, Title 13 of the Virgin Islands Code, the Board of Directors has determined that reducing the number of authorized shares of the Common

Stock as aforesaid and authorizing 100,000 shares the Preferred Stock as aforesaid are under the current circumstances fair and equitable to the sole stockholder of the Corporation, and the Board has acknowledged its obligation to determine that any designations, rights, preferences, privileges, limitations, and restrictions that may subsequently be adopted by the Board with respect to the Preferred Stock must under the circumstances prevailing at the time of adoption of a resolution authorizing the same be fair and equitable to the sole stockholder of the Corporation;

WHEREAS, in order to change the name of the Corporation from Financial Strategy Group, Ltd. to Southern Country International, Ltd., decrease the number of authorized shares of the Common Stock and authorize 100,000 shares of the Preferred Stock it is necessary to amend the Corporation's Articles of Incorporation to provide for the same; and

WHEREAS, in accordance with the provisions of §222, Subchapter VIII, Title 13 of the Virgin Islands Code, the Board of Directors is required to submit and has submitted its proposal to amend the Corporation's Articles of Incorporation as aforesaid to the vote and approval of the sole stockholder of the Corporation;

NOW THEREFORE BE IT:

RESOLVED, that sole stockholder of the Corporation does hereby approve the proposal of the Board of Directors to amend the Articles of Incorporation of the Corporation to accomplish the following objectives:

(1) To change the name of the Corporation from Financial Strategy Group, Ltd. to Southern Country International, Ltd.

(2) To reduce the total number of shares of the Common Stock that the Corporation is authorized to issue from 1,000,000 shares to 100,000 shares; and

(3) To authorize the Corporation to issue 100,000 shares of the Preferred Stock, said shares of the Preferred Stock to include such designations, rights, preferences, privileges, limitations and restrictions as may be hereafter designated and adopted by a subsequent resolution of the Board of Directors without any further consent required of the sole stockholder of the Corporation, provided that in connection with any such subsequently adopted designations, rights, preferences, privileges, limitations and restrictions, in accordance with §91, Subchapter V, Title 13 of the Virgin Island Code, the Board of Directors specifically determines that under the circumstances prevailing at the time the same are adopted, such designations, rights, preferences, privileges, limitations and restrictions are fair and equitable to the sole stockholder of the Corporation; and it is further

CONSENT OF
THE BOARD OF DIRECTORS
OF
FINANCIAL STRATEGY GROUP, LTD.

The undersigned, being all of the Directors of Financial Strategy Group, Ltd., a U.S. Virgin Islands Corporation ("the Corporation"), do hereby consent, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all actions required or permitted thereby:

WITNESSETH:

WHEREAS, in order to comply with the requirements of U.S. Virgin Islands law applicable to the corporate names of International Banking Entities, the Board of Directors has determined it is necessary to change the name of the Corporation;

WHEREAS, in connection with the change of the Corporation's name to comply with U.S. Virgin Islands law as aforesaid, the Board of Directors has selected the name Southern Country International, Ltd. as a proposed new name for the Corporation;

WHEREAS, Article IV of the Articles of Incorporation of the Corporation currently provides as follows:

> "The total number of shares of all classes of stock that the Corporation is authorized to issue is One Million (1,000,000) shares of common stock at $5.00 par value; no preferred stock authorized.
>
> The minimum amount of capital with which the Corporation will commence business is Five Hundred Thousand Dollars ($500,000.00)"

WHEREAS, the Board of Directors has determined that it would be in the interests of the Corporation to decrease the number of authorized shares of Common Stock, $5.00 par value (the "Common Stock") and authorize 100,000 shares of a separate class of preferred stock having a par value of $1.00 per share and an 8% coupon, with such other designations, rights, preferences, privileges, limitations, and restrictions as may be designated by the Board of Directors in resolutions adopted by the Board of Directors at a future date (the "Preferred Stock");

WHEREAS, in accordance with the provisions of §91, Subchapter V, Title 13 of the Virgin Islands Code, the Board of Directors has determined that reducing the number of authorized shares of the Common Stock as aforesaid and authorizing 100,000 shares the Preferred Stock as aforesaid are under the current circumstances fair and equitable to the sole stockholder of the Corporation, to whom the proposal to so reduce the number of authorized shares of the Common Stock and so authorize 100,000 shares of the Preferred Stock will be submitted in any event, and the Board acknowledges its obligation to determine that any designations, rights, preferences, privileges, limitations, and restrictions that may subsequently be adopted by the Board with respect to the Prefetred Stock must under the circumstances prevailing at the time of adoption of a resolution authorizing the same be fair and equitable to the sole stockholder of the Corporation;

WHEREAS, in order to change the name of the Corporation from Financial Strategy Group, Ltd. to Southern Country International, Ltd., decrease the number of authorized shares of the Common Stock and authorize 100,000 shares of the Preferred Stock it is necessary to amend the Corporation's Articles of Incorporation to provide for the same; and

WHEREAS, in accordance with the provisions of §222, Subchapter VIII, Title 13 of the Virgin Islands Code, the Board of Directors must submit any proposal to amend the Corporation's Articles of Incorporation to the vote and approval of the sole stockholder of the Corporation;

NOW THEREFORE BE IT:

RESOLVED, that, subject to the approval by written consent of the sole stockholder of the Corporation, the following actions be taken for and on behalf of the Corporation:

(1) The name of the Corporation be changed from Financial Strategy Group, Ltd. to Southern Country International, Ltd.

(2) The total number of authorized shares of the Common Stock that the Corporation is authorized to issue be reduced from 1,000,000 shares to 100,000 shares; and

(3) The Corporation be authorized to issue 100,000 shares of the Preferred Stock, said shares of the Preferred Stock to include such designations, rights, preferences, privileges, limitations and restrictions as may be hereafter designated and adopted by a subsequent resolution of the Board of Directors without any further consent required of the sole stockholder of the Corporation, provided that in connection with any such subsequently adopted designations, rights, preferences, privileges, limitations and restrictions, in accordance with §91, Subchapter V, Title 13 of the Virgin Island Code, the Board of Directors specifically determines that under the circumstances prevailing at the time the same are adopted, such designations, rights, preferences, privileges, limitations and restrictions are fair and equitable to the sole stockholder of the Corporation; and it is further

RESOLVED, that, subject to the approval by written consent of the sole stockholder of the Corporation, in order to effectuate the actions approved in the immediately preceding resolution, the following amendment to the Articles of Incorporation of the Corporation be, and it hereby is, adopted and approved:

Article I shall be deleted in its entirety and amended to read as follows:

ARTICLE I

The name of the Corporation (hereinafter referred to as the "Corporation") is *SOUTHERN COUNTRY INTERNATIONAL, LTD.*

****

Article IV shall be deleted in its entirety and amended to read as follows:

ARTICLE IV

The total number of shares of all classes of stock that the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock at $5.00 par value and One Hundred Thousand (100,000) shares of preferred stock at $1.00 par value with an 8% coupon.

The minimum amount of capital with which the Corporation will commence business is Five Hundred Thousand Dollars ($500,000);

and it is further

RESOLVED, that the proposal to amend the Articles of Incorporation of the Corporation as aforesaid to change the name of the Corporation from Financial Strategy Group, Ltd. to Southern Country International, Ltd., decrease the number of shares of the Common Stock which the Corporation is authorized to issue from 1,000,000 shares to 100,000 shares, and authorize the Corporation to issue 100,000 shares of the Preferred Stock be submitted to the sole stockholder of the Corporation for his approval thereof by written consent; and it is further

RESOLVED, that upon approval of the sole stockholder of the Corporation by written consent of the proposal to amend the Articles of Incorporation of the Corporation as authorized pursuant to the preceding resolutions, each of the President, the Secretary and the Treasurer of the Corporation be, and he hereby is, authorized and directed, for and on behalf of the Corporation, to cause to be prepared, and to execute and file with the Office of the Lt. Governor of the United States Virgin Islands an Amendment to the Articles of Incorporation of the Corporation effectuating such amendments; and it is further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to do and perform all such further acts and things, to execute and deliver and, where necessary or appropriate, file with the appropriate governmental authorities, all such further certificates, contracts, agreements, documents, instruments, instruments of transfer, receipts or other papers, and to pay all costs and expenses (but only to the extent that any such officer has signing authority with respect to the bank accounts of the Corporation), as in their judgment or in the judgment of any of them shall be necessary or appropriate to carry out, comply with and effectuate the purposes and intent of the foregoing resolutions.

This Consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.

[Signatures of Directors on the Following Page]

UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF FINANCIAL STRATEGY GROUP, LTD.

The undersigned, being all of the Directors of Financial Strategy Group, Ltd., a U.S. Virgin Islands Corporation ("the Corporation"), do hereby consent, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all actions required or permitted thereby:

WITNESSETH:

WHEREAS, the Corporation is authorized, in its *Articles* of incorporation, to issue an aggregate of *1,000,000* shares of stock of the par value of *$5.00* per share; and

WHEREAS, on January 2, 2015, Jeffrey Epstein subscribed and paid for 100,000 shares of the Common Stock, $5.00 par value, of the Corporation (the "Common Stock");

WHEREAS, the Corporation desires to issue the aforesaid shares of the Common Stock to Jeffrey E. Epstein;

NOW THEREFORE BE IT:

RESOLVED, that the Corporation accept the subscription of Jeffrey Epstein, for 100,000 shares of Common Stock, upon the terms and conditions contained in the subscription agreement, dated January 2, 2015, of Jeffrey Epstein, a copy of which shall be filed with the official records of the Corporation; and it is further

RESOLVED, that the Secretary and the President of the Corporation be, and each of them herby is, authorized and directed to issue, on behalf of the Corporation, to Jeffrey Epstein, a certificate for 100,000 shares of the Common Stock; and it is further

RESOLVED, that all of the 100,000 shares of the Common Stock as authorized for issuance by the immediately preceding resolution shall be in all respects, when issued as aforesaid, validly issued, fully paid and non-assessable; and it is further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of the Corporation, to do and perform all such further acts and things, to execute and deliver and, where necessary or appropriate, file with the appropriate governmental authorities, all such further certificates, contracts, agreements, documents, instruments, instruments of transfer, receipts or other papers, and to pay all costs and expenses (but only to the extent that any such officer has signing authority with respect to the bank accounts of the Corporation), including, without limitation, such taxes and assessments, as in their judgment or in the judgment of any of them shall be necessary or appropriate to carry out, comply with and effectuate the purposes and intent of the foregoing resolutions; and it is further

RESOLVED, that the Corporation proceed to carry on the business for which it was incorporated.

This consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, each of the undersigned has executed this Unanimous Consent of the Board of Directors of Financial Strategy Group, Ltd., on this 5th day of January, 2015.

Jeffrey E. Epstein, Director

Darren K. Indyke, Director

Richard Kahn, Director

FINANCIAL STRATEGY GROUP, LTD.

CONSENT OF SOLE STOCKHOLDER IN LIEU OF [redacted] MEETING

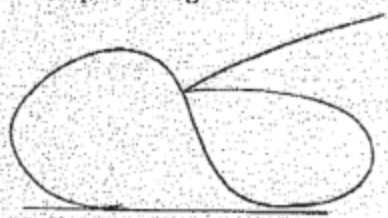
January 5, 2015

The undersigned, being the sole stockholder of Financial Strategy Group, Ltd., a U.S. Virgin Islands corporation (the "Corporation"), does hereby consent, pursuant to §196, Subchapter VII, Title 13 of the Virgin Islands Code, commonly known as the General Corporation Law of the United States Virgin Islands, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all action required or permitted thereby:

RESOLVED, that the election of Jeffrey Epstein, Darren K. Indyke, and Richard Kahn as directors of the Corporation, to serve as such until the next Annual Meeting of the Stockholders of the Corporation and until their respective successors shall have been duly elected and shall have qualified be, and such election hereby is ratified, adopted and approved.

RESOLVED, that all actions heretofore taken by the incorporator and the Board of Directors of the Corporation, including, but not limited to, the preparation and filing of the Articles of Incorporation of the Corporation, the preparation and adoption of the By-Laws of the Corporation, and the preparation and filing with the U.S. Virgin Islands Division of Banking and Insurance of an application for licensure under U.S. Virgin Islands law to operate as an International Banking Entity and any and all further actions in connection with such application, from March 4, 2014 through the date of this consent be, and each such action hereby is, in all respects ratified, adopted and approved; and it is further

This Consent shall be filed with the Minutes of the proceedings of the stockholders of the Corporation.



Jeffrey Epstein

CONSENT OF
THE BOARD OF DIRECTORS
OF
FINANCIAL STRATEGY GROUP, LTD.

The undersigned, being all of the Directors of Financial Strategy Group, Ltd., a U.S. Virgin Islands Corporation ("the Corporation"), do hereby consent, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all actions required or permitted thereby:

WITNESSETH:

WHEREAS, the Corporation is a corporation organized and existing under the laws of the U.S. Virgin Islands; and

WHEREAS, the Corporation was duly formed in the United States Virgin Islands on April 4, 2014; and

WHEREAS, the Board of Directors as of the date of this Consent are as follows:

Jeffrey Epstein
Darren K. Indyke
Richard Kahn

WHEREAS, the undersigned, being all of the directors of Financial Strategy Group, Ltd., consent to the taking of the following actions in lieu of a meeting of the Board of Directors in accordance with the corporation laws of the United States Virgin Islands and waive any notice to be given in connection with the meeting pursuant to the corporation laws of United States Virgin Islands; and

WHEREAS, this corporation is authorized, in its *Articles* of incorporation, to issue an aggregate of *1,000,000* shares of stock of the par value of *$5.00* per share; and

WHEREAS, a depository shall be established for the funds of the corporation and those who are authorized to do so may withdraw them on behalf of the corporation; and

NOW THEREFORE BE IT:

RESOLVED, that all actions taken by the incorporator of the Corporation during the period from March 4, 2014 through the date of this Consent, including, but not limited to, filing the Certificate of Incorporation of the Corporation and adopting the initial By-Laws of the Corporation, be, and each of the same hereby is, in all respects, ratified, adopted and approved, and it is further

RESOLVED, that the officers of the Corporation shall include a President, and may include one or more Vice presidents, a Secretary and a Treasurer; and it is further

RESOLVED, that each of the following persons is hereby appointed and elected to the office set

forth opposite his name below, to serve as such in accordance with the provisions of the By-Laws of the Corporation until the next meeting of directors of the Corporation immediately following the next annual meeting of the stockholders of the Corporation and until his successor shall have been duly elected and shall have qualified:

Jeffrey Epstein, President
Darren K. Indyke, Secretary
Richard Kahn, Treasurer

And it is further

RESOLVED, that the officers of the Corporation be, and each of them hereby is authorized, empowered and directed to produce all books of account, stock books and other materials and supplies necessary or appropriate in connection with maintaining the records and conducting the business of the Corporation, and to pay all costs and expenses and to make full reimbursement for all expenditures made in connection with the organization of the Corporation; and it is further

RESOLVED, that the specimen of stock certificate to evidence shares of the Common Stock, par value of 5.00 (the "Common Stock"), of the Corporation in the form submitted to the undersigned, which is to be filed with this Consent, be and the same hereby is, approved and adopted, and the President, the Secretary and/or any other officers authorized by the By-laws of the Corporation be, and each of them hereby is, authorized to issue certificates in such form for shares of fully paid and non-assessable Common Stock when the issuance thereof is duly authorized by the Board of Directors of the Corporation; and it is further

RESOLVED, that the seal, an impression of which appears in the margin of this Consent, be, and the same hereby is adopted as the seal of the Corporation; and it is further

RESOLVED, that the corporate record book and the stock transfer ledger thereof, be and each of the same herby is, adopted as the record book and stock transfer ledger, respectively, of the Corporation; and it is further

RESOLVED, that, with respect to the opening, maintaining and closing of bank accounts of the Corporation, the President, any Vice President, the Treasurer and the Secretary of the Corporation, be, and each of them herby is, authorized as follows:

1. To designate one or more banks, trust companies or other similar institutions as depositories of the funds, including, without limitation, cash and cash equivalents, of the Corporation;

2. To open, keep and close general and special bank accounts, including general deposit accounts, payroll accounts and working fund accounts, with any such depository;

3. To cause to be deposited in such accounts with any such depository, from time to time such funds, including, without limitation, cash and cash equivalents, of the Corporation, as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers and agents of the Corporation who will be authorized to make such deposits and to endorse such checks, drafts or other instruments for such deposits;

4. From time to time to designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to sign or countersign checks, drafts or other orders for the payments of money issued in the name of the Corporation against any funds deposited in such accounts, and to revoke any such designation;

5. To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures;

6. To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable; and

7. To complete, execute and/or certify any customary printed blank signature card forms in order to conveniently exercise the authority granted by this resolution and any resolutions thereon shall be deemed adopted as part hereof, and it is further

RESOLVED, that the President or the Secretary of the Corporation be, and such officer hereby is, authorized to prepare and certify as the resolutions of the Board of Directors, as if adopted verbatim by this Consent, any such additional resolutions as any such depository may require in connection with the opening of an account with such depository as authorized pursuant to the immediately preceding resolution, and that any such depository to which a copy of the immediately preceding resolution and such additional resolutions, if any, have been certified shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of such resolutions by the Board of Directors; and it is further

RESOLVED, that the fiscal year of this Corporation shall begin the first day of January in each year; and it is further

RESOLVED, that the preparation and filing on behalf of the Corporation with the U.S. Virgin Islands Division of Banking and Insurance (the "Division") of an application for a license to establish the Corporation as an International Banking Entity under U.S. Virgin Islands law, the payment of all costs, fees and expenses in connection therewith, the preparation and execution of all certificates, instruments, and other documents and the taking of any other action in furtherance thereof, be, and each of the same hereby is, ratified, adopted and approved; and it is further

RESOLVED, that, if and when the Corporation's application for licensure as an International Banking Entity is approved by the Division and a License to operate as an International Banking Entity is granted to the Corporation, the officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of the Corporation, to do and perform all such further acts and things, to execute and deliver and, where necessary or appropriate, file with the appropriate governmental authorities, all such certificates, contracts, agreements, documents, instruments, instruments of transfer, receipts or other papers, and to pay all costs and expenses (but only to the extent that any such officer has signing authority with respect to the bank accounts of the Corporation), including, without limitation, such taxes and assessments, as may be required by the Division for the purpose of qualifying the Corporation, and thereafter maintaining such qualification, as an International Banking Entity, but shall not commence operations as an International Banking Entity until such time as the Board of Directors determines that the Corporation is prepared to so commence operations, and prior to such time, the Corporation shall conduct no business whatsoever, but the officers of the Corporation may attend to and effectuate matters necessary to maintain

the Corporation's status as a valid and existing U.S. Virgin Islands corporation and an entity qualified to conduct business as an International Banking Entity; and it is further

RESOLVED, that, for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the officers of the Corporation be, and each of them hereby is, authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary offices of the Corporation, whether statutory or otherwise, and, under the seal of the Corporation, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein; and it is further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of the Corporation, to do and perform all such further acts and things, to execute and deliver and, where necessary or appropriate, file with the appropriate governmental authorities, all such further certificates, contracts, agreements, documents, instruments, instruments of transfer, receipts or other papers, and to pay all costs and expenses (but only to the extent that any such officer has signing authority with respect to the bank accounts of the Corporation), including, without limitation, such taxes and assessments, as in their judgment or in the judgment of any of them shall be necessary or appropriate to carry out, comply with and effectuate the purposes and intent of the foregoing resolutions.

This Consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board of Directors of the Corporation on this 4th day of April, 2014.

Jeffrey Epstein, Director

Darren K. Indyke, Director

Richard Kahn, Director

FINANCIAL STRATEGY GROUP, LTD.
SUBSCRIPTION FOR COMMON STOCK

The undersigned, JEFFREY EPSTEIN, hereby subscribes for ONE HUNDRED THOUSAND (100,000) shares of the Common Stock, Five Dollars ($5.00) par value per share, of Financial Strategy Group, Ltd., a United States Virgin Islands corporation (the "Corporation"), the Articles of Incorporation of which were filed with the Office of the Lt. Governor of the United States Virgin Islands on the 4th day of March, 2014, and agrees to pay therefor and in full payment thereof, upon call of the Board of Directors of the Corporation, FIVE DOLLARS ($5.00) per share for a total subscription price of FIVE HUNDRED THOUSAND DOLLARS ($500,000.00) in cash, by check made payable to the Corporation or by wire transfer of immediately available funds to an account designated by the Corporation, at which time a certificate shall be issued to the undersigned for the number of shares subscribed for.

Dated: January 2, 2015

JEFFREY EPSTEIN

Subscription Accepted
January 2, 2015

FINANCIAL STRATEGY GROUP, LTD.

By: _____
Darren K. Indyke
Secretary

First Bank
Virgin Islands

Corporate Resolution

I, the undersigned Secretary, hereby certify to FirstBank, that at a meeting of the Board of Directors of Financial Strategy Group Ltd. ("Corporation")

a corporation organized and existing under the laws of U.S. Virgin Islands

duly called and duly held on the 23 day of December , 2014 the following Resolutions were duly adopted, and that the said Resolutions have been entered upon the regular minute books of the Corporation, are in accordance with the By-Laws and are now in full force and effect.

RESOLVED:

1. The Officers of Corporation, or any one or more of them, are hereby authorized to open a bank account or accounts from time to time with FirstBank and its subsidiaries and affiliates (each being hereinafter referred to as "Bank") for and in the name of Corporation with such title or titles as he or they may designate.

2. The President and Secretary
(Indicate by Title person(s) authorized, e.g., President, Treasurer, Bookkeeper, etc.)

of Corporation, signing singly
(For purpose of signing items, indicate e.g., singly, any two, etc.)

and their successors and any other person hereinafter authorized by any means to sign on behalf of Corporation ("Authorized Person(s)") are hereby authorized to sign, by hand or by facsimile (including, but not limited to, computer generated) signature(s), checks, drafts, acceptances and other instruments (hereinafter each collectively referred to as "Item(s)"). Notwithstanding the above, any Authorized Person is authorized singly to: (1) initiate Automated Clearing House ("ACH") debits without a signature; (2) initiate payments by use of Depository Transfer Checks ("DTC") without a signature other than the name of Corporation printed on the DTC; or (3) give instructions, by means other than the signing of an Item, with respect to any account transaction, including, but not limited to, the payment, transfer or withdrawal of funds by wire, computer or other electronic means, or otherwise, or of money, credits, items or property at any time held by Bank for account of Corporation ("Instructions").

3. Bank is hereby authorized to honor and pay Items, whether signed by hand or by facsimile (including, but not limited to, computer generated) signature(s) if the actual or purported facsimile signatures(s), regardless of how or by whom affixed, resembles the specimens filed with Bank by Corporation and other orders, DTCs, ACHs, and Instructions, given singly by any Authorized Person. Bank is further authorized to honor and pay DTCs, ACHs, Instructions, and other orders given singly by any Authorized Person, including such as may bring about or increase an overdraft and such as may be payable to or for the benefit of any Authorized Person or other Officer or employee individually, without inquiry as to the circumstances of the issuance or the disposition of the proceeds thereof and without limit as to amount.

4. Bank is hereby authorized to accept for deposit, for credit, or for collection, or otherwise, items endorsed by any person or by stamp or other impression in the name of Corporation without inquiry as to the circumstances of the endorsement or any lack of endorsement or the disposition of the proceeds.

5. The President
(Indicate by Title person(s) authorized to effect Loans, Advances, etc., e.g., President, Vice President, Treasurer, etc.)

of Corporation, signing singly
(Indicate how Notes, etc. are to be signed, e.g., singly, any two, etc.)

are hereby authorized to effect loans and advances and obtain credit at any time for Corporation from Bank (and guarantee on behalf of Corporation the obligations of others to Bank), secured or unsecured, and for such loans and advances and credit and guarantees to make, execute and deliver promissory notes and other written obligations or evidence of indebtedness of Corporation, applications for letters of credit, instruments of guarantee and indemnity and any agreements or undertakings, general or specific, with respect to any of the foregoing, and as security for the payment of loans, advances, indebtedness, guarantees and liabilities of, or credit given to, Corporation or others to pledge, hypothecate, mortgage, assign, transfer, grant liens and security interests in, give rights with respect to, endorse and deliver property of any description, real or personal, and any interest therein and evidence of any thereof at any time held by Corporation, and to execute mortgages, deeds of trust, security agreements, instruments of transfer, assignment or pledge, powers of attorney and other agreements or instruments which may be necessary or desirable in connection therewith; and also to sell to, or discount with Bank, commercial paper, bills receivable, accounts receivable, stocks, bonds or any other securities or property at any time held by Corporation, and to that end to endorse, assign, transfer and deliver the same; to execute and deliver instruments or agreements of subordination and assignment satisfactory to Bank and also to give any orders or consents for the delivery, sale, exchange or other disposition of any property or interest therein or evidence thereof belonging to Corporation and at any time in the hands of Bank, whether as collateral or otherwise; and to execute and deliver such other agreements, instruments and documents and to do such other acts and things as may be necessary or desirable or required by Bank in connection with any of the foregoing and Bank is hereby authorized to honor, accept and execute any of the transactions described above.

6. All loans, discounts and advances heretofore obtained on behalf of Corporation and all notes and other obligations or evidences thereof of Corporation held by Bank are hereby approved, ratified, and confirmed.

7. Corporation does hereby give to Bank a continuing lien for the amount of any and all liabilities and obligations of Corporation to Bank and claims of every nature and description of Bank against Corporation, whether now existing or hereafter incurred, originally contracted with Bank and/or with another or others and now or hereafter owing to or acquired in any matter by Bank, whether contracted by Corporation alone or jointly and/or severally with another or others, absolute or contingent, secured or unsecured, matured or unmatured upon any and all moneys, securities and any and all other property of Corporation and the proceeds thereof, now or hereafter actually or constructively held or received by or in transit in any matter to or from Bank, its correspondents or agents from or for Corporation, whether for safekeeping, custody, pledge, transmission, collection or otherwise coming into the possession of Bank in any way. Bank shall also have a right of set-off for the amount of the obligations, and Bank may at any time or times and without notice apply Corporation's deposits (general or special), Corporation's credits with Bank, or Corporation's claims against Bank, or any parts thereof, to such obligations and in such amounts as Bank may elect, although said obligations may be contingent or unmatured and whether any collateral therefore is deemed adequate or not.

8. In case of conflicting claims or disputes, or doubt on Bank's part as to the validity, extent, modification, revocation or exercise of any of the authorities herein contained Bank may but need not recognize nor give any effect to any notice from any Officer, or from any other person, purporting to cancel, restrict or change any of said authorities, or the exercise thereof, unless Bank is required to do so by the judgment, decree or order of a court having jurisdiction of the subject matter and of the parties to such conflicting claims or disputes.

9. Corporation agrees to be bound by the Terms and Conditions for Business Accounts and Services, as well as any signature card, deposit ticket, checkbook, passbook, statement of account, receipt instrument, document or other agreements, such as, but not limited to, funds transfer agreements, delivered or made available to Corporation from Bank and by all notices posted at the office of Bank at which the account of Corporation is maintained, in each case with the same effect as if each and every term thereof were set forth in full herein and made a part hereof.

10. The Officers of Corporation or any one or more of them are hereby authorized to act for Corporation in all other matters and transactions relating to any of its business with Bank including, but not limited to, the execution and delivery of any agreements or contracts necessary to effect the foregoing Resolutions.

11. Bank is hereby released from any liability and shall be indemnified against any loss, liability or expense arising from honoring any of these Resolutions.

12. Subject to paragraph 8 above, each of the foregoing Resolutions and the authority thereby conferred shall remain in full force and effect until written notice of revocation or modification by presentation of new Corporate Resolutions and signature cards shall be received by Bank; provided that such notice shall not be effective with respect to any exercise of said authorities until Bank shall have had a reasonable opportunity to act thereon and in no event prior to the receipt thereof nor with respect to any checks or other instruments, for the payment of money or the withdrawal of funds dated on or prior to the date of such notice, but presented to Bank after the receipt of such notice. The Secretary or any Assistant Secretary or any other Officer of Corporation is hereby authorized and directed to certify, under the seal of Corporation or not, but with like effect in the latter case, to Bank the foregoing Resolutions, the names of the Officers and other representatives of Corporation and any changes from time to time in the said Officers and representatives and specimens of their respective signatures. Bank may conclusively assume that persons at any time certified to it to be Officers or other representatives of Corporation continue as such until receipt by Bank of written notice to the contrary.

I FURTHER CERTIFY that the persons herein designated as Officers of Corporation have been duly elected to and now hold the offices in Corporation set opposite their respective names and that the following are the authentic, official signatures of the said respective Officers and of the named signatories who are not Corporate Officers, to wit:

Name (Typewritten or Printed)	Office	Signature
Jeffrey Epstein	President	
	Vice President	
Darren Indyke	Secretary	Darren Indyke
Richard Kahn	Treasurer	Richard Kahn

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and affixed the seal of the said Corporation this 23 day of December, 2014.

• Attest (Second Officer)

Richard Kahn
Signature

Treasurer
Title

Darren Indyke
Secretary

AFFIX
(CORPORATE SEAL)
HERE

• Note: In case the Secretary is authorized to sign by the above Resolutions, this certificate should be attested by a second Officer of Corporation.

SDNY_GM_00013381

First Bank
Virgin Islands

Corporate Resolutions For Telephone/ Telex/Facsimile/Written Instructions

We hereby certify that at a Meeting of the Board of Directors of

Financial Strategy Group, Ltd.

A company duly organized and existing under the laws of U.S. Virgin Islands

Held at _____ on the 9 day of May , 20 14 .

IT WAS RESOLVED

1. That the company issue in favor of FirstBank (the "Bank") a Corporate Authorization and Indemnity Agreement For Telephone/Telex/Facsimile/Written Instructions in the form required by the Bank, a copy of such form having been presented to and approved by the Board of Directors

2. That Jeffrey Epstein, President (Print Name and Corporate Title) ☐ and / ☑ or* Richard Kahn, Treasurer, (Print Name and Corporate Title)
be authorized to execute the said Authorization and Indemnity Agreement in favor of the Bank.

Certified as being a true copy of the Resolution of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand as Director/Secretary of the corporation this

9 day of May , 20 14 .

Darren Indyke
Signature

Darren Indyke, Secretary
Name and Title

* Select One

FirstBank Virgin Islands is a Division of FirstBank Puerto Rico
NNIS-2318-0603

SDNY_GM_00013382

First Bank
Virgin Islands

Corporate Authorization and Indemnity Agreement For Telephone/Telex/Facsimile/Written Instructions

1. Authorization. The undersigned hereby requests and authorizes FirstBank (the "Bank") to accept and act upon any instructions ("Instructions") delivered by telephone or telex or written or facsimile transmission given or purportedly given by a person or persons authorized to transact business with the Bank as shown on the corporate resolution or other evidence or advice of authority from time to time maintained in the records of the Bank.

2. No Liability of Bank. The undersigned accepts the risk that Instructions may be given by an unauthorized person and agrees that the Bank will have no liability or responsibility for acting in accordance with any Instructions, whether or not genuine or duly authorized. The Bank shall have no liability or responsibility for any misunderstandings arising out of any telephone Instructions.

3. Security Procedures. The security procedure agreed upon for verifying the authenticity of Instructions is a call back to any of the following individuals, whether or not such individual has initiated any such transfer. (The Bank recommends that the persons designated below should not be persons who generally issue Instructions. Whenever possible, the Bank will endeavor to call someone other than the issuer of the Instructions.)

Name and Title	Telephone Number *(include country/Area Code)*
Jeffrey Epstein, President	[redacted]
Richard Kahn, Treasurer	
Jeanne Brennan, Accountant	

Alternatively, at the Bank's option, the call back may be made to any person designated on the signature cards or any other account documentation on file with the Bank for the undersigned's accounts as authorized to issue Instructions or otherwise transact business on such account.

In addition to call back, the parties agree that for Instructions received by facsimile transmission, or in writing, the Bank will determine whether the Instructions purport to bear the signature of any individual who is designated on the current signature cards or other account documentation on file with the Bank for the undersigned's account(s) as authorized to issue Instructions or otherwise transact business on such accounts.

The security procedures and other terms specified in this Agreement also apply to amendments and cancellations of Instructions. It is understood that these security procedures are designed to verify the authenticity, and not the correctness, of Instructions.

The Bank may, at its option, record (electronically or otherwise) any call back made pursuant to this Agreement, any Instructions or other Instructions given by telephone and any other telephone discussions relating to Instructions.

The undersigned agrees that its rights and duties and those of the Bank hereunder shall be governed by the terms of the Bank's Account Terms and Conditions (as may be amended from time to time) applicable to the undersigned's accounts at the Bank. The undersigned agrees that the security procedures set forth herein constitute a commercially reasonable method of providing security against unauthorized Instructions. The undersigned agrees to be bound by any Instruction, whether or not authorized, issued in the undersigned's name and accepted by the Bank in compliance with the security procedure set forth herein and the undersigned agrees to indemnify and hold the Bank harmless from any loss suffered or liability incurred by the Bank in, or arising from the Bank's execution of Instructions believed by the Bank in good faith to have been given (or signed in the case of any facsimile transmission) by a person authorized as provided above, provided the Bank has complied with such security procedure.

4. Bank May Decline to Act. It is understood that the Bank shall have no obligation to execute any Instruction unless and until such Instruction is verified in accordance with the security procedures set forth herein, and the undersigned will indemnify and hold the Bank harmless from any loss suffered or liability incurred by the Bank in refraining from processing an Instruction after all reasonable efforts to verify such Instruction in accordance with this agreement have failed or in delaying the execution of an Instruction until such verification is obtained. Upon notice to the undersigned, the Bank may also, at its option, refuse to execute any Instruction or part thereof for any other reason without incurring any responsibility for any loss, liability or expense arising out of such refusal.

5. Indemnity. The undersigned agrees to indemnify the Bank, it's affiliates, subsidiaries and their directors, officers, representatives and agents on demand for all losses, claims, damages or expenses (including legal fees and disbursements) which it or any of them may suffer or incur in connection with this Agreement, including, but not limited to, acting or refusing to act on any Telephone or Telex or Facsimile or Written Instruction, whether or not genuine or duly authorized.

6. Our continued issuance of Transfer Instructions following our receipt, execution and return of this letter to the bank will constitute our agreement to the security procedures and other terms specified herein.

Account Holders: Financial Strategy Group, Ltd.
Corporate Name

By: Darren Indyke
Signature(s)

Darren Indyke, Secretary
Name(s) and Title(s)

FirstBank Virgin Islands is a Division of FirstBank Puerto Rico

Account Type:	Account Number:	Sign. Req.	Date:
Address:		Tel:	
Name: Financial Strategy Group, Ltd.		EIN: [redacted]	
Name: Jeffrey Epstein		SSN [redacted] ID Type: No:	
Name:		SSN: ID Type: No:	
Name:		SSN: ID Type: No:	
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.	Prepared by: Authorized by:		

NA 101E 7/2002
NNS-0001

Instructions for completion

Please print this form 3 times and complete in triplicate in blue or black ink.

Please insert the name of the company or the account title under account name.

Please print the name of each authorized signatory to the account together with a sample of their signature in each field under name. If there are more than four signatories please use additional signature cards as necessary.

The Bank will complete the remaining fields.

Important Please provide each signature card in triplicate with the original signatures (no photocopies).

FirstBank is a subsidiary of First Bancorp (NYSE: FBP

Account Type:	Account Number:	Sign. Req.	Date:
Address:		Tel:	
Name: Financial Strategy Group, Ltd.		EIN: [redacted]	
Name: Darren Indyke		SSN: [redacted] ID Type: No:	
Name:		SSN: ID Type: No:	
Name:		SSN: ID Type: No:	
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.	Prepared by: Authorized by:		

NA 101E 7/2002
NNS-0001

Instructions for completion

Please print this form 3 times and complete in triplicate in blue or black ink.

Please insert the name of the company or the account title under account name.

Please print the name of each authorized signatory to the account together with a sample of their signature in each field under name. If there are more than four signatories please use additional signature cards as necessary.

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FirstBank is a subsidiary of First Bancorp (NYSE: FBP

GOVERNMENT OF THE VIRGIN ISLANDS OF THE UNITED STATES
OFFICE OF THE LIEUTENANT GOVERNOR

DIVISION OF BANKING AND INSURANCE

CERTIFICATE OF LICENSURE

This is to certify that in accordance with Title 9, Chapter 25, Subchapter I of the Virgin Islands Code, which provides for the regulation of the business of International Banking Entities in the Virgin Islands,

FINANCIAL STRATEGY GROUP, LTD.
#6100 Red Hook Qtrs Suite B3
St. Thomas, VI 00802

has filed in this office all the documents required by law, has complied with the terms of its Incorporation and laws of the Virgin Islands, and has furnished satisfactory evidence of such character as to entitle it to conduct business as a:

INTERNATIONAL BANKING ENTITY

Now, Therefore, I, John D. McDonald, Director, in pursuance of the authority vested in me, do hereby authorize the above-named entity to transact business in the Virgin Islands of the United States.

This Certificate of Licensure is valid from ***January 1, 2015*** *to* ***December 31, 2015.*** *Renewal of this Certificate of Licensure is required annually upon expiration as of the 31st day of December, and it may be suspended or revoked as provided by law.*

Given under this Seal of the Government of the Virgin Islands of the United States, at Charlotte Amalie, St. Thomas, this 22nd day of ***DECEMBER, 2014.***

JOHN D. MCDONALD
Director
Division of Banking and Insurance

FEE: $10,000

IRS DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 05-06-2014

Employer Identification Number: [redacted]

Form: SS-4

Number of this notice: CP 575 A

FINANCIAL STRATEGY GROUP LTD
9100 PORT OF SALE MALL STE 15
ST THOMAS, VI 00802

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 66-0821138. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 941SS	07/31/2014
Form 1120	03/15/2015

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes*. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at www.irs.gov for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

* Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.** You may give a copy of this document to anyone asking for proof of your EIN.

* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.

* Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub.

Your name control associated with this EIN is FINA. You will need to provide this information, along with your EIN, if you file your returns electronically.

Thank you for your cooperation.

(IRS USE ONLY) 575A 05-06-2014 FINA B 9999999999 SS-4

Keep this part for your records. CP 575 A (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 A

9999999999

Your Telephone Number Best Time to Call
( ) -
_____ _____

DATE OF THIS NOTICE: 05-06-2014
EMPLOYER IDENTIFICATION NUMBER: [redacted]
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

FINANCIAL STRATEGY GROUP LTD
9100 PORT OF SALE MALL STE 15
ST THOMAS, VI 00802

SDNY_GM_00013389

ARTICLES OF INCORPORATION
OF
FINANCIAL STRATEGY GROUP, LTD.

FILE COPY

We, the undersigned, for the purposes of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the Virgin Islands of the United States (hereinafter called the "Virgin Islands"), and particularly the General Corporation Law of the Virgin Islands (Chapter 1, Title 13, Virgin Islands Code), as the same may be amended from time to time, do make and file these Articles of Incorporation in writing and do certify:

ARTICLE I

The name of the Corporation (hereinafter referred to as the "Corporation") is *FINANCIAL STRATEGY GROUP, LTD.*

ARTICLE II

The principal office of the Corporation in the Virgin Islands is located at 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802, and the name of the resident agent of the Corporation is Business Basics VI, LLC, whose physical and mailing address is 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802.

ARTICLE III

Without limiting in any manner the scope and generality of the allowable functions of the Corporation, and subject to the provisions of Title 9, chapter 25 of the Virgin Islands Code, it is hereby provided that the Corporation shall have the following purposes, objects and powers:

(1) To engage in any lawful business in the United States Virgin Islands, including the operation of an international banking entity in accordance with Title 9, chapter 25.

(2) To enter into and carry out any contracts for or in relation to the foregoing business with any person, firm, association, corporation, government or governmental agency.

(3) To conduct its business in the United States Virgin Islands and to have offices within the United States Virgin Islands.

(4) To borrow or raise money to any amount permitted by law by the sale or issuance of obligations of any kind, to guarantee loans, other types of indebtedness and financing obligations, and to secure the foregoing by mortgages or other liens upon any and all of the property of every kind of the Corporation.

(5) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the exercise of any of the powers herein set forth, either alone or in connection with other firms, individuals, associations or corporations in the Virgin Islands and elsewhere in the United States and foreign countries, and to do any other acts or things incidental or appurtenant to or growing out of or connected with the said business, purposes, objects and powers of any part thereof not inconsistent with the laws of the Virgin Islands, and to exercise any and all powers now or hereafter conferred by law on business corporations whether expressly enumerated herein or not.

The purposes, objects and powers specified in this Article shall not be limited or restricted by reference to the terms of any other subdivision or of any other article of these Articles of Incorporation.

ARTICLE IV

The total number of shares of all classes of stock that the Corporation is authorized to issue is One Million (1,000,000) shares of common stock at $5.00 par value; no preferred stock authorized.

The minimum amount of capital with which the Corporation will commence business is Five Hundred Thousand Dollars ($500,000.00).

ARTICLE V

The names and places of residence of each of the persons forming the Corporation are as follows:

NAME	RESIDENCE
Erika A. Kellerhals	2E-19 Estate Caret Bay, St. Thomas, VI 00802
Brett A. Geary	2-11B St. Joseph & Rosendahl, St. Thomas, VI 00802
Nicole Miller	6E Estate Hull, St. Thomas, VI 00802

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

For the management of the business and for the conduct of the affairs of the Corporation, and in further creation, definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided:

(1) The number of directors of the Corporation shall be fixed by, or in the manner provided in, the by-laws, but in no case shall the number be fewer than three (3) unless the Corporation has fewer than three shareholders. In this case the number of directors may be equal to the number of shareholders. The directors need not be stockholders.

(2) In furtherance and not in limitation of the powers conferred by the laws of the Virgin Islands, and subject at all times to the provisions thereof, the Board of Directors is expressly authorized and empowered:

(a) To make, adopt and amend the by-laws of the Corporation, subject to the powers of the stockholders to alter, repeal or modify the by-laws adopted by the Board of Directors.

(b) To authorize and issue obligations of the Corporation, secured and unsecured, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors in its sole discretion may determine, and to authorize the mortgaging or pledging of, and to authorize and cause to be executed mortgages and liens upon any property of the Corporation, real or personal, including after acquired property.

(c) To determine whether any and, if any, what part of the net profits of the Corporation or of its net assets in excess of its capital shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition thereof.

(d) To set apart a reserve or reserves, and to abolish such reserve or reserves, or to make such other provisions, if any, as the Board of Directors may deem necessary or advisable for working capital, for additions, improvements and betterments to plant and equipment, for expansion of the business of the Corporation (including the acquisition of real and personal property for this purpose) and for any other purpose of the Corporation.

(e) To establish bonus, profit-sharing, pension, thrift and other types of incentive, compensation or retirement plans for the officers and employees (including officers and employees who are also directors) of the Corporation, and to fix the amount of profits to be distributed or shared or contributed and the amounts of the Corporation's funds or otherwise to be devoted thereto, and to determine the persons to participate in any such plans and the amounts of their respective participations.

(f) To issue or grant options for the purchase of shares of stock of the Corporation to officers and employees (including officers and employees who are also directors) of the Corporation and on such terms and conditions as the Board of Directors may from time to time determine.

(g) To enter into contracts for the management of the business of the Corporation for terms not exceeding five (5) years.

(h) To exercise all the powers of the Corporation, except such as are conferred by law, or by these Articles of Incorporation or by the by-laws of the Corporation upon the stockholders.

(i) To issue such classes of stock and series within any class of stock with such value and voting powers and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as is stated in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors and duly filed with the office of the Lt. Governor of the Virgin Islands in accordance with Sections 91 and 97, Chapter 13, Virgin Islands Code, as the same may be amended from time to time.

ARTICLE VIII

No stockholder shall pledge as collateral for indebtedness any shares of stock without first obtaining the written consent of a majority of the disinterested members of the Board of Directors of the Corporation.

ARTICLE IX

At all elections of directors, each stockholder shall be entitled to as many votes as shall equal the number of votes that (except for such provision as to cumulative voting) the stockholder would be entitled to cast for the election of directors with respect to his or her shares of stock multiplied by the number of directors to be elected. The stockholder may cast all votes for a single director or distribute them among any two or more of

them as he or she may see fit. At least ten (10) days notice shall be given, however the shareholders are entitle to waive notice of the meeting as provided by law. Furthermore, the meeting and vote of stockholders may be dispensed with, if all of the stockholders who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporate action being taken.

ARTICLE X

Subject to the provisions of Section 71, Title 13, Virgin Islands Code, the Corporation may enter into contracts or otherwise transact business with one or more of its directors or officers, or with any firm or association of which one or more of its directors or officers are members or employees, or with any other corporation or association of which one or more of its directors or officers are stockholders, directors, officers, or employees, and no such contract or transaction shall be invalidated or in any way affected by the fact that such director or directors or officer or officers have or may have interests therein that are or might be adverse to the interests of the Corporation even though the vote of the director or directors having such adverse interest is necessary to obligate the Corporation on such contract or transaction, provided that in any such case the fact of such interest shall be disclosed or known to the directors or stockholders acting on or in reference to such contract or transaction. No director or directors or officer or officers having such disclosed or known adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors or officer or officers be accountable for any gains or profits realized thereon. The provisions of this Article shall not be construed to invalidate or in any way affect any contract or transaction that would otherwise be valid under law.

ARTICLE XI

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if:

(1) he or she acted
   (A) in good faith and
   (B) in a manner reasonably believed to be in or not opposed to the best interests of the Corporation; and

(2) with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Any indemnification under subparagraph (a) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that he or she had met the applicable standard of conduct set forth in subparagraph (a). Such determination shall be made:

(1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or

(2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(3) by the stockholders.

(c) Expenses incurred in defeating a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this article.

(d) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(e) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XII

The Corporation reserves the right to amend, alter or repeal any of the provisions of these Articles of Incorporation and to add or insert other provisions authorized by the laws of the Virgin Islands in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the Board of Directors and the stockholders by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 3rd day of April, 2014.

Erika A. Kellerhals, Incorporator

Brett A. Geary, Incorporator

Nicole Miller, Incorporator

TERRITORY OF THE UNITED STATES VIRGIN ISLANDS)
DISTRICT OF ST. THOMAS AND ST. JOHN)

The foregoing instrument was acknowledged before me this 3rd day of April, 2014, by Erika A. Kellerhals, Brett A. Geary and Nicole Miller.

Notary Public

GINA MARIE BRYAN
NOTARY PUBLIC NP-76-13
COMMISSION EXPIRES 09/05/17
ST. THOMAS/ST. JOHN, USVI

FORM - RACA12

THE UNITED STATES VIRGIN ISLANDS
OFFICE OF THE LIEUTENANT GOVERNOR
DIVISION OF CORPORATIONS AND TRADEMARKS

FILE COPY

RESIDENT AGENT FORM
CONSENT OF AGENT FOR SERVICE OF PROCESS

This writing witnesseth that I, the undersigned Business Basics VI, LLC having been designated by Financial Strategy Group, Ltd. as resident agent of said company, upon whom service of process may be made in all suits arising against said company in the Courts of the United States Virgin Islands, do hereby consent to act as such agent and that service of process may be made upon me in accordance with Title 13, Virgin Islands Code.

IN WITNESS WHEREOF, I have hereunto set my signature this 3rd day of April 2014.

I DECLARE, UNDER PENALTY OF PERJURY, UNDER THE LAWS OF THE UNITED STATES VIRGIN ISLANDS, THAT ALL STATEMENTS CONTAINED IN THIS APPLICATION AND ANY ACCOMPANYING DOCUMENTS, ARE TRUE AND CORRECT, WITH FULL KNOWLEDGE THAT ALL STATEMENTS MADE IN THIS APPLICATION ARE SUBJECT TO INVESTIGATION AND THAT ANY FALSE OR DISHONEST ANSWER TO ANY QUESTION MAY BE GROUNDS FOR DENIAL OR SUBSEQUENT REVOCATION OF REGISTRATION.

SIGNATURE OF RESIDENT AGENT

DAYTIME CONTACT NUMBER	[redacted]
MAILING ADDRESS	9100 Port of Sale Mall, Ste 15, St. Thomas, VI 00802
PHYSICAL ADDRESS	9100 Port of Sale Mall, Ste 15, St. Thomas, VI 00802
EMAIL ADDRESS	[redacted]

NOTARY ACKNOWLEDGEMENT

Subscribed and sworn to before me this 3rd day of April 2014 at St. Thomas

Brett A. Geary
Notary Public NP-124-11
St. Thomas / St. John, USVI
My Commission Expires: December 21, 2015

Notary Public

12/21/2015
My Commission Expires

SDNY_GM_00013396

CONFIDENTIAL

CONFIDENTIAL

FirstBankPR000559

EFTA_00124039

EFTA01269243

Kellerhals Ferguson Kroblin PLLC
9100 Port of Sale Mall, Suite 15, St. Thomas, VI 00802-3602
340.779.2564 Telephone | 1.888.316.9269 Fax | www.kellfer.com

June 2, 2014

FirstBank (USVI)
P.O. Box 309600
St. Thomas, VI 00803

Re: Financial Strategy Group, Ltd.

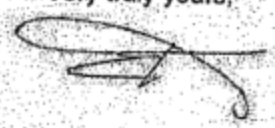
Dear Sir or Madam:

We are counsel to Financial Strategy Group, Ltd. ("FSG") which is applying for status as an International Banking Entity through the Office of the Lieutenant Governor, Division of Banking and Insurance. Title 9, Chapter 25 of the Virgin Islands Code authorizes the creation of these entities.

Pursuant to Title 9, Chapter 25, Section 721,a copy of which is attached to this letter, the Director of Banking and Insurance is responsible for issuing the license to FSG to commence operations. FSG is not required to obtain a business license from the Department of Licensing and Consumer Affairs.

We appreciate your assistance in getting the necessary accounts open. Please do not hesitate to contact me if you have any further questions.

Very truly yours,



Erika Kellerhals

FirstBank
www.firstbankvi.com

E-FIRSTBANK REGISTRATION FOR BUSINESS ACCOUNTS

Business Name	Tax Identification No.	Telephone No.
Financial Strategy Group, Ltd	[redacted]	[redacted]
e-Mail Address	**Mailing Address**	
[redacted]	6100 Red Hook Quarter, B3	
Business Contact Person	**Contact Person Telephone No.**	**Business Fax No.**
Jeanne Brennan	340-775-2525	[redacted]

Disclosure

The Depositor hereby acknowledges receipt of the Internet Banking and Bill Payment Agreement and agrees to the terms and conditions currently in effect and as may be amended from time to time for the type of account and services requested.

In addition, the depositor agrees to comply with the terms and conditions of all other agreements subscribed by the depositor and all applicable disclosure documents, related to the accounts and other services that can be accessed by the depositor through use of applicable disclosure documents, related to the accounts and other services that can be accessed by the depositor through use of FirstBank Internet Banking. The depositor commits to maintain and use their accounts with FirstBank adequately and to comply with all the rules that govern each one of said accounts, including payment of charges related with the use and/or maintenance of said accounts.

Authorized Signatures

	Print Name	Social Security No.	Signature	Contact Telephone	Date of Birth
1	Jeffrey E. Epstein	[redacted]		[redacted]	1/20/53
2	Darren Indyke		Darren Indyke		2/19/65
3					
4					
5					
6					

Account Numbers

BRANCH USE ONLY

Bank Officer Name		Bank Officer Signature	

NNNS-2339-0606R

FirstBank
www.firstbankvi.com

E-FIRSTBANK REGISTRATION FOR BUSINESS ACCOUNTS

Business Name	Tax Identification No.	Telephone No.
Financial Strategy Group, Ltd	[redacted]	[redacted]

e-Mail Address	Mailing Address
[redacted]	6100 Red Hook Quarter, B3

Business Contact Person	Contact Person Telephone No.	Business Fax No.
Jeanne Brennan	[redacted]	[redacted]

Disclosure

The Depositor hereby acknowledges receipt of the Internet Banking and Bill Payment Agreement and agrees to the terms and conditions currently in effect and as may be amended from time to time for the type of account and services requested.

In addition, the depositor agrees to comply with the terms and conditions of all other agreements subscribed by the depositor and all applicable disclosure documents, related to the accounts and other services that can be accessed by the depositor through use of applicable disclosure documents, related to the accounts and other services that can be accessed by the depositor through use of FirstBank Internet Banking. The depositor commits to maintain and use their accounts with FirstBank adequately and to comply with all the rules that govern each one of said accounts, including payment of charges related with the use and/or maintenance of said accounts.

Authorized Signatures

	Print Name	Social Security No.	Signature	Contact Telephone	Date of Birth
1	Darren Indyke	[redacted]	Darren Indyke	[redacted]	2/19/65
2					
3					
4					
5					
6					

Account Numbers

BRANCH USE ONLY

Bank Officer Name		Bank Officer Signature	

NNNS-2339-0606R

GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES

------- 0 -------

CHARLOTTE AMALIE, ST. THOMAS

To All To Whom These Presents Shall Come:

I, the undersigned, LIEUTENANT GOVERNOR, do hereby certify that

FINANCIAL STRATEGY GROUP, LTD.

of the Virgin Islands filed in my office on March 25, 2015 as provided for by law, Amended Articles of Incorporation, duly acknowledged; and that a duplicate original thereof has been filed in the Office of the Clerk of the District Court of the Virgin Islands;

WHEREFORE the said Amended Articles are hereby declared to have been duly recorded in this Office on the date aforesaid, and to be in full force and effect from that date.

Witness my hand and Seal of the Government of the Virgin Islands of the United States, at Charlotte Amalie, St. Thomas, this 13th day of May 2015.

OSBERT E. POTTER
Lieutenant Governor for the Virgin Islands

Corp No. 584624

GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES
---- O ----
CHARLOTTE AMALIE, ST. THOMAS, VI 00802

To All To Whom These Presents Shall Come:

I, the undersigned, LIEUTENANT GOVERNOR, DO hereby certifies that

FINANCIAL STRATEGY GROUP, LTD.

Business Corporation

of the Virgin Islands filed in my office on **March 4, 2014** as provided for by law, Articles of Incorporation, duly acknowledged.

WHEREFORE the persons named in said Articles, and who have signed the same, and their successors, are hereby declared to be from the late aforesaid, a Business Corporation by the name and for the purposes set forth in said Articles, with the right of succession as therein stated.

Witness my hand and the seal of the Government of the Virgin Islands of the United States, at Charlotte Amalie, St. Thomas, this 10th day of September, 2014.

GREGORY R. FRANCIS
Lieutenant Governor of the Virgin Islands

BYLAWS
OF
FINANCIAL STRATEGY GROUP, LTD.

ARTICLE I - OFFICES

The principal office of FINANCIAL STRATEGY GROUP, LTD. ("FSG") in the U.S. Virgin Islands shall be located and maintained in St. Thomas, U.S. Virgin Islands, as designated in the Articles of Incorporation or at such location in the U.S. Virgin Islands as may be changed from time to time at the discretion of the Board of Directors. FSG may also maintain an additional office or offices at such other places within the U.S. Virgin Islands as the Board of Directors may, from time to time, designate.

ARTICLE II - MEETING OF SHAREHOLDERS

Section 1 – Annual Meetings:

The annual meeting of the shareholders of FSG shall be held each year as shall be specified in the notice thereof or executed waiver of notice thereof agreed to by the shareholders, for the purpose of electing directors and transacting such other business as may properly come before the meeting. A complete list of all shareholders entitled to vote at annual shareholders meetings shall be prepared by the Secretary and made available for inspection at said meetings.

Section 2 – Special Meetings:

Special meetings of the shareholders may be called at any time by the Board of Directors or by the President, and shall be called by the President or the Secretary at the written request of the holders of a majority of the shares then outstanding and entitled to vote thereat, or as otherwise required under the provisions of Title 13 of the Virgin Islands Code, Sections 1-453, as they may be from time to time amended.

Section 3 – Place of Meetings:

All meetings of shareholders shall be held in the U.S. Virgin Islands at the principal office of FSG, or at such other places as shall be designated in the notices of such meetings or waivers of notice of such meetings and may be held telephonically.

Section 4 – Notice of Meetings:

(a) Except as otherwise provided by Statute, written notice of each meeting of shareholders, whether annual or special, stating the time when and place where it is to be held, shall be served either personally or by mail, not less than ten (10) nor more than fifty (50) days before the meeting, upon each shareholder of record entitled to vote at such meeting, or the shareholder's designated agent, and to any other shareholder to whom the giving of notice may be required by law. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If, at any meeting, action is proposed to be taken that would, if taken, entitle shareholders to receive payment for their shares pursuant to the applicable provisions of Virgin Islands Code, the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, such notice shall be directed to each such shareholder at the shareholder's address, as it appears on the records of the shareholders of FSG, unless he or she shall have previously filed with the Secretary of FSG a written

(c) Any resolution in writing, signed by all the shareholders entitled to vote thereon, shall be and constitute action by such shareholders to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of shareholders of such resolution so signed and shall be inserted in the Minute Book of FSG under its proper date.

ARTICLE III - BOARD OF DIRECTORS

Section 1 – Number, Qualification, Election and Term of Office:

(a) The number of Directors of FSG shall be three (3) unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of Directors shall in no event be less than three (3).

(b) Except as may otherwise be provided herein or in the Articles, the members of the Board of Directors of FSG, who need not be shareholders, shall be elected by a majority of the votes cast at a meeting of shareholders, by the holders of shares, present in person or by proxy, entitled to vote in the election.

(c) Each Director shall hold office until the annual meeting of the shareholders next succeeding his or her election, and until his or her successor is elected and qualified, or until his or her prior death, resignation or removal.

Section 2 – Duties and Powers:

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of FSG, and may exercise all powers of FSG, except as are in the Articles or by applicable provisions of the Virgin Islands Code expressly conferred upon or reserved to the shareholders.

Section 3 – Annual and Regular Meetings; Notices:

(a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the shareholders, at a place of such annual meeting of shareholders.

(b) The Board of Directors, from time to time, may provide for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each Director who shall not have been present at the meeting at which such action was taken within the time limit, and in the manner set forth in paragraph (b), Section 4 of this Article III, with respect to the special meetings, unless such notice shall be waived in the manner set forth in paragraph (c) of such Section 4.

Section 4 – Special Meetings; Notices:

(a) Special meetings of the Board of Directors shall be called by the President or by one of the Directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Except as otherwise required by the applicable provisions of the Virgin Islands Code, notice of special meetings shall be mailed directly to each Director, addressed to the Director at his or her residence or usual place of business, at least three (3) days before the day on which the meeting is to be held, or shall be sent to the Director at such place by facsimile or email, or shall be delivered to him or her personally or given to him

Section 9 – Resignation:

Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of FSG. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10 – Removal:

Any Director may be removed with or without cause at any time by the affirmative vote of shareholder(s) holding of record in the aggregate at least a majority of the outstanding shares of FSG at a special meeting of the shareholders called for that purpose, and may be removed for cause by action of the Board.

Section 11 – Salary:

No stated salary shall be paid to Directors, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any Director from serving FSG in any other capacity and receiving compensation therefor.

Section 12 – Contracts:

(a) No contract or other transaction between FSG and any other corporation shall be impaired, affected or invalidated, nor shall any Director be liable in any way by reason of the fact that any one or more of the directors of FSG is or are interested in, or is a director or officer, or are directors or officers of such other corporation, provided that such facts are disclosed or made known to the Board of Directors.

(b) Any Director, personally or individually, may be a party to or may be interested in any contract or transaction of FSG, and no Director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such Director) of a majority of a quorum, notwithstanding the presence of any such Director at the meeting at which such action is taken. Such Director or Directors may be counted in determining the presence of a quorum at such meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise applicable) thereto.

Section 13 – Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternate members thereof, as they may deem desirable, each consisting of two (2) or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

(c) The Treasurer shall have the custody of all books of account and the funds and securities of FSG. He shall disburse the funds of FSG in payment of just demands against the proper vouchers for such disbursements. He or she shall render an annual report to the Board of Directors for the benefit of shareholders concerning the finances of FSG. The Treasurer shall perform such other duties as are incidental to his or her office and such as are required by the President or the Board of Directors. The Treasurer shall hold office at the pleasure of the Board of Directors.

(d) The Secretary shall have custody of the seal of FSG; shall conduct such correspondence on behalf of FSG as shall be required by the President; and shall discharge such additional duties from time to time as may be required by the President or the Board of Directors. The Secretary shall issue all notices required for the holding of meetings of the Board of Directors and of shareholders; shall keep minutes of all meetings of shareholders; shall perform such additional duties as are incidental to the Secretary's office; and shall hold office at the pleasure of the Board of Directors.

(e) The Assistant Secretaries and the Assistant Treasurers, if any, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or the Board of Directors.

Section 6 – Sureties and Bonds:

In case the Board of Directors shall so require, any officer, employee or agent of FSG shall execute to FSG a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his or her duties to FSG including responsibility for negligence and for the accounting for all property, funds or securities of FSG which may come into his or her hands.

Section 7 – Shares of Other Corporations:

Whenever FSG is the holder of shares of any other corporation, any right or power of FSG as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of FSG by the President or such other person as the Board of Directors may authorize.

Section 8 – Compensation of Officers:

The officers shall receive such salary or compensation as may be fixed and determined by the Board of Directors. Any payments made to an officer of FSG such as a salary, commission, bonus, interest, or rent, or entertainment expense incurred by him or her, which shall be disallowed in whole or in part as a deductible expense pursuant to the Internal Revenue Code of 1986, as amended, as applicable to the U.S. Virgin Islands, shall be reimbursed by such officer of FSG to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the directors, proportionate amounts may be withheld from future compensation payments until the amount owed to FSG has been recovered.

Section 4 – Record Date:

In lieu of closing the share records of FSG, the Board of Directors may fix, in advance, a date not exceeding fifty (50) days, nor fewer than (10) days, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining the shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, except that the record date for determining the eligibility of shares to be voted on at any election for directors, shall be no fewer than 20 days next preceding such election of directors; the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the resolution of the Directors relating thereto is adopted. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided for herein, such determination shall apply to any adjournment thereof unless the Directors fix a new record date for the adjourned meeting.

ARTICLE VI - DIVIDENDS

Subject to applicable law, dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the Board of Directors may determine.

ARTICLE VII - FISCAL YEAR

The fiscal year of FSG shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VIII - CORPORATE SEAL

Section 1 – Seal:

The FSG seal shall be in such form as shall be approved from time to time by the Board of Directors. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

Section 2 - Affixing Seal:

Whenever FSG is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to impress, affix or reproduce a facsimile thereof adjacent to the signature of the authorized officer.

ARTICLE IX - AMENDMENTS

Section 1 – By Shareholders:

All Bylaws of FSG shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of shareholders holding of record in the aggregate at least a majority of the outstanding shares entitled to vote in the election of Directors at any annual or special meeting of shareholders, provided that the notice or waiver of notice of such meeting shall have summarized or set forth in full therein the proposed amendment.

Agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not FSG would have the power to indemnify him or her against such liability under the provisions above set forth.

For purposes of this Article, references to "FSG" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a Director, Officer, Employee or Agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise, shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

Adopted this 2 day of ~~May~~ June, 2014 at the meeting of the Incorporators.

Temporary Chairman, ERIKA KELLERHALS

Temporary Secretary, BRETT GRAY

Temporary Treasurer, NICOLE MILLER

TERRITORY OF THE UNITED STATES VIRGIN ISLANDS)
) ss:
DISTRICT OF ST. THOMAS/ST. JOHN)

BEFORE ME, the undersigned, Erika Kellerhals Brett Gray Nicole Miller, on this 2nd day of June, 2014, personally appeared before me, and who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements contained within this document are true.

Notary Public

GINA MARIE BRYAN
NOTARY PUBLIC NP-76-13
COMMISSION EXPIRES 09/05/17
ST. THOMAS/ST. JOHN, USVI

FORM - RACA12

THE UNITED STATES VIRGIN ISLANDS
OFFICE OF THE LIEUTENANT GOVERNOR
DIVISION OF CORPORATIONS AND TRADEMARKS

FILE COPY

RESIDENT AGENT FORM
CONSENT OF AGENT FOR SERVICE OF PROCESS

This writing witnesseth that I, the undersigned Business Basics VI, LLC, having been designated by Financial Strategy Group, Ltd. as resident agent of said company, upon whom service of process may be made in all suits arising against said company in the Courts of the United States Virgin Islands, do hereby consent to act as such agent and that service of process may be made upon me in accordance with Title 13, Virgin Islands Code.

IN WITNESS WHEREOF, I have hereunto set my signature this 3rd day of April 2014.

I DECLARE, UNDER PENALTY OF PERJURY, UNDER THE LAWS OF THE UNITED STATES VIRGIN ISLANDS, THAT ALL STATEMENTS CONTAINED IN THIS APPLICATION, AND ANY ACCOMPANYING DOCUMENTS, ARE TRUE AND CORRECT, WITH FULL KNOWLEDGE THAT ALL STATEMENTS MADE IN THIS APPLICATION ARE SUBJECT TO INVESTIGATION AND THAT ANY FALSE OR DISHONEST ANSWER TO ANY QUESTION MAY BE GROUNDS FOR DENIAL OR SUBSEQUENT REVOCATION OF REGISTRATION.

SIGNATURE OF RESIDENT AGENT

DAYTIME CONTACT NUMBER	[redacted]
MAILING ADDRESS	9100 Port of Sale Mall, Ste 15, St. Thomas, VI 00802
PHYSICAL ADDRESS	9100 Port of Sale Mall, Ste 15, St. Thomas, VI 00802
EMAIL ADDRESS	[redacted]

NOTARY ACKNOWLEDGEMENT

Subscribed and sworn to before me this 3rd day of April 2014 at St. Thomas

Notary Public

Bratt A. Gerry
Notary Public NP-124-11
St. Thomas / St. John, USVI
My Commission Expires: December 21, 2015

12/21/2015
My Commission Expires

SDNY_GM_00013408

CONFIDENTIAL

CONFIDENTIAL

FirstBankPR000571

EFTA_00124051

EFTA01269255

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
SOUTHERN COUNTRY INTERNATIONAL, LTD.

We, the undersigned officers of Southern Country International, Ltd., a U.S. Virgin Islands corporation, hereby certify that by unanimous written consent of the sole shareholder of Southern Country International, Ltd. the following amendment to the Articles of Incorporation of Southern Trust Company, Inc., as filed in the office of the Lieutenant Governor of the Virgin Islands on the 4th day of March, 2014, and as previously amended on March 25, 2015, has been duly adopted in accordance with Title 13, Sections 196 and 222 of the Virgin Islands Code:

Article VII, Section 1 of the Articles of Incorporation of Southern Country International, Ltd. is amended to read as follows:

> "The number of Directors of the Corporation shall be as fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be fewer than the number of shareholders of the Corporation if the number of shareholders of the Corporation is fewer than three (3), and otherwise the number of Directors shall not be fewer than three (3). Unless and until changed by the Directors, or until the number of shareholders exceeds two (2), the number of Directors shall be two (2). The Directors need not be shareholders."

IN WITNESS WHEREOF, we have hereby set our hands on the date or dates indicated:

Date: October 21, 2019

Richard D. Kahn
President

CORPORATE SEAL

Date: October 21 2019

Darren K. Indyke
Secretary

SOUTHERN COUNTRY INTERNATIONAL, LTD.
(a U.S. Virgin Islands Corporation)

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
(in lieu of meeting)

OCTOBER 20, 2019

Pursuant to Section 67b of Title 13 of the Virgin Islands Code, the undersigned, being all of the members of the Board of Directors (the "Board") of Southern Country International, Ltd. a Virgin Islands corporation (the "Corporation"), do hereby consent and agree to the authorization and adoption of the following resolutions in lieu of a Board meeting:

WHEREAS, Jeffrey E. Epstein, who was the sole record shareholder and beneficial owner of the Corporation, passed away on August 10, 2019;

WHEREAS, prior to his death, Jeffrey E. Epstein was a Director and the President of the Corporation;

WHEREAS, Article VII, Section 1 of the Articles of Incorporation of the Corporation, as amended by resolution of the sole shareholder of the Corporation effective as of even date herewith, sets forth that the required number of directors of the Corporation shall be no less than two (2), provided that there are no more than two (2) shareholders of the Corporation;

WHEREAS, Article III, Section 1 of the Bylaws of the Corporation, provides that "The number of Directors of the Corporation shall be three (3) unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of Directors shall in no event be less than three (3)";

WHEREAS, the Board has determined that the Bylaws of the Corporation should be amended to conform to the amendment of Article VII, Section 1 of the Articles of Incorporation approved by resolution of the sole shareholder of the Corporation and referred to in the second preceding recital;

WHEREAS, Article IX, Section 2 of the Bylaws of the Corporation provides that the By-Laws may be amended by the Board of Directors;

WHEREAS, Article IV, Section 1(a) of the Bylaws of the Corporation provides that the officers of the Corporation shall consist of a President, Secretary and Treasurer;

WHEREAS, Article IV, Section 4 of the Bylaws of the Corporation provides that any vacancy in any office shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors;

WHEREAS, the Board has determined that the matters and actions described and provided for herein are desirable for and in the best interest of the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that it is in the best interests of the Corporation that the number of members of the Board for the time being be set at two (2).

RESOLVED, that pursuant to Article IX, Section 2 of the Bylaws of the Corporation, Article III, Section 1, subsection (a) of the Bylaws of the Corporation is amended to read as follows:

GENERAL RATIFICATION AND AUTHORIZATION

RESOLVED, that in addition to and without limiting the foregoing, the proper officers of the Corporation be, and each of them hereby is, in the name and on behalf of the Corporation, authorized to take, or cause to be taken, such further action, to pay such fees and expenses, to make such filings or certifications, and to execute and deliver, or cause to be delivered, all such agreements, instruments and documents, in each case, as such officer may deem necessary or appropriate in order to effect the purpose and to carry out the intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore taken by the Board, of Directors, the officers, the employees, the agents or the sole shareholder of the Corporation in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as the act and deed of the Corporation.

The actions taken by this Consent shall have the same force and effect as if taken at a meeting of the Board of Directors of the Corporation duly called and constituted pursuant to the Bylaws of the Corporation and the laws of the Territory of the U.S. Virgin Islands, and the Secretary of the Corporation shall cause this Consent to be filed with the minutes of the meetings of the Board.

IN WITNESS WHEREOF, each of the undersigned has executed this Consent for the purpose of giving his consent thereto and approval thereof in accordance with the laws of the Territory of the U.S. Virgin Islands and in respect of the Corporation as of the date first set forth above.

DIRECTORS:

Darren K. Indyke

Richard D. Kahn

SOUTHERN COUNTRY INTERNATIONAL, LTD.
(a U.S. Virgin Islands Corporation)

WRITTEN CONSENT OF THE SOLE SHAREHOLDER
(in lieu of meeting)

October 20, 2019

Pursuant to Section 196 of Title 13 of the Virgin Islands Code (the "VIC"), the undersigned, being the sole shareholder of Southern Country International, Ltd, a Virgin Islands corporation (the "Corporation"), does hereby consent and agree to the authorization and adoption of the following resolutions in lieu of a shareholder meeting:

WHEREAS, Jeffrey E. Epstein, who was the sole record shareholder and beneficial owner of the Corporation, passed away on August 10, 2019;

WHEREAS, ownership of the shares of the Corporation have vested in the Estate of Jeffrey E. Epstein of which Darren K. Indyke and Richard D. Kahn are Co-Executors, and which has become the sole shareholder of the Corporation;

WHEREAS, Jeffrey E. Epstein was a Director of the Corporation;

WHEREAS, the Board of Directors of the Corporation has two (2) remaining members, and the Board has determined it is in the best interest of the Corporation to set the number of Directors on the Board at two (2);

WHEREAS, Article VII, Section 1 of the Articles of Incorporation sets the required number of Directors at no less than three (3);

WHEREAS, the Board of Directors of the Corporation has consented to reduce the number of Directors on the Board to two (2);

WHEREAS, the sole shareholder of the Corporation has determined that the matters and actions described and provided for herein are desirable for and in the best interest of the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that pursuant to section 222 of Title 13 of the Virgin Islands Code, Article VII, Section 1 of the Articles of Incorporation shall be amended to read as follows:

> "The number of Directors of the Corporation shall be as fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be fewer than the number of shareholders of the Corporation if the number of shareholders of the Corporation is fewer than three (3), and otherwise the number of Directors shall not be fewer than three (3). Unless and until changed by the Directors, or until the number of shareholders exceeds two (2), the number of Directors shall be two (2). The Directors need not be shareholders."

* * * *

[SIGNATURE PAGE FOLLOWS]

Business Entity No. 584624

Government of
The United States Virgin Islands
-O-
Office of the Lieutenant Governor
Division of Corporations & Trademarks

CERTIFICATE OF GOOD STANDING

To Whom These Presents Shall Come:

I, the undersigned Lieutenant Governor the United States Virgin Islands, do hereby certify that SOUTHERN COUNTRY INTERNATIONAL, LTD. has filed in the Office of the Lieutenant Governor the requisite annual reports and statements as required by the Virgin Islands Code, and the Rules and Regulations of this Office. In addition, the aforementioned entity has paid all applicable taxes and fees to date, and has a legal existence not having been cancelled or dissolved as far as the records of my office show.

Wherefore, the aforementioned entity is duly formed under the laws of the Virgin Islands of the United States, is duly authorized to transact business, and, is hereby declared to be in good standing as witnessed by my seal below.

Entity Type: Domestic Profit Corporation
Entity Status: Active/In Good Standing
Registration Date: 03/04/2014
Jurisdiction: United States Virgin Islands, United States

Witness my hand and the seal of the Government of the United States Virgin Islands, on this 21st day of November, 2019.

Tregenza A. Roach
Lieutenant Governor
United States Virgin Islands

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