

HYPERION AIR, INC.

Written Consent of Sole Director in Lieu of Meeting

As of January 2, 2012

**THE UNDERSIGNED**, being the sole director of Hyperion Air, Inc., a Delaware corporation (the "Corporation"), does hereby consent, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all action required or permitted thereby:

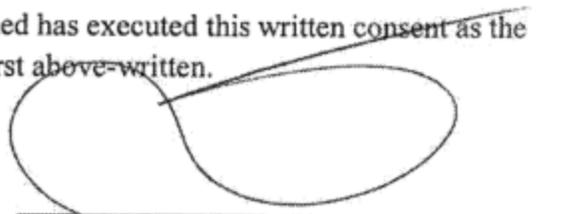
**RESOLVED**, that the following persons be, and each of them hereby is, elected and appointed to the office of the Corporation set forth opposite such person's name below, each to serve as such in accordance with the provisions of the by-Laws of the Corporation until the next meeting of directors of the Corporation immediately following the next annual meeting of the stockholders of the Corporation and until his or her successor shall have been duly elected and shall have qualified:

Jeffrey E. Epstein	President
Darren K. Indyke	Vice President
Richard Kahn	Treasurer
Darren K. Indyke	Secretary

**RESOLVED**, that all persons elected and appointed as officers of the Corporation at any time prior to the date of this Consent, but not elected as officers of the Corporation pursuant to the immediately preceding resolution, be, and each such person hereby is removed from any office of the Corporation to which such person was not elected and appointed pursuant to the immediately preceding resolution.

This consent is directed to be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.

**IN WITNESS WHEREOF**, the undersigned has executed this written consent as the sole director of Hyperion Air, Inc. as of the date first above-written.

  
\_\_\_\_\_  
**JEFFREY E. EPSTEIN**

SDNY\_GM\_00053988

**CONFIDENTIAL**

CONFIDENTIAL – PURSUANT TO FED. R. CRIM. P. 6(e)

DB-SDNY-0016812  
EFTA\_00164558

EFTA01295226

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

# HYPERION AIR, INC.

TOTAL AUTHORIZED ISSUE  
1,500 SHARES PAR VALUE \$.0001 EACH  
COMMON STOCK

SEE REVERSE SIDE FOR  
CERTAIN DEFINITIONS

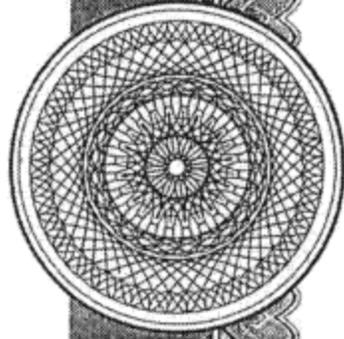


This is to Certify that Jeffrey E. Epstein is the owner of  
One Hundred (100) fully paid and

*non-assessable shares of the above Corporation transferable only on the books  
of the Corporation by the holder hereof in person or by duly authorized Attorney  
upon surrender of this Certificate properly endorsed.*

*Witness, the seal of the Corporation and the signatures of its duly authorized officers.*

Dated: As of July 26, 1991



PRECISE CORPORATE PRINTING N.Y.

SDNY\_GM\_00053989

	NAME OF STOCKHOLDER	PLACE OF RESIDENCE	TIME BECAME OWNER	CERTIFICATES ISSUED		FROM WHOM SHARES WERE TRANSFERRED (If Original Issue Enter As Such)
				CERTIF. NOS.	NO. SHARES	
A						
B						
C						
D						
E	Jeffrey E. Epstein		7/26/97	1	100	Original Issue
F						
G						

SDNY\_GM\_00053990

CONFIDENTIAL - PURSUANT TO FED. R. CRIM. P. 6(e) **CONFIDENTIAL**

DB-SDNY-0016814  
EFTA\_00164560

EFTA01295228