

**CONSENT OF  
THE BOARD OF DIRECTORS  
OF  
SOUTHERN TRUST COMPANY, INC.**

The undersigned, being all of the Directors of Southern Trust Company, Inc., a U.S. Virgin Islands Corporation ("the Corporation"), hereby certify that the following resolutions were unanimously adopted and entered into by the Board of Directors on the 19<sup>th</sup> day of March 2013.

**WITNESSETH:**

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

**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 the Corporation, consent to the taking of the following actions in lieu of a meeting of the Board of Directors in accordance with the General Corporation Law of the United States Virgin Islands (the "GCL") and waive any notice to be given in connection with the meeting pursuant to the GCL;

**WHEREAS**, Financial Trust Company, Inc., a corporation organized and existing under the laws of the United States Virgin Islands ("FTC"), is the sole shareholder of Jeepers, Inc., a corporation organized and existing under the laws of the United States Virgin Islands ("Jeepers"), which has elected to be taxed as a qualified subchapter S subsidiary;

**WHEREAS**, the Board of Directors of FTC determined that it is in the best interests of the Corporation and its sole shareholder, Jeffrey E. Epstein ("Epstein"), to transfer and distribute to Epstein all of the issued and outstanding shares of Jeepers, free and clear of all liens, claims and encumbrances (the "Jeepers Interest"), such that Epstein shall become the sole shareholder of Jeepers;

**WHEREAS**, Epstein is also the sole shareholder of Corporation;

**WHEREAS**, the Corporation is the sole member of Southern Financial, LLC, a United States Virgin Islands limited liability company organized on February 25, 2013 ("SF"); and

**WHEREAS**, the Board of Directors of FTC has determined that it is in the best interests of FTC and its sole shareholder to merge FTC into SF, upon the completion of which merger SF shall be the surviving entity of said merger (the "Merger");

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**WHEREAS**, it is intended that the Merger be effectuated upon, in accordance with, and subject to, the provisions of an Agreement and Plan of Merger in the form annexed as Exhibit "A" hereto, which has also been approved by the Board of Directors of FTC and its sole shareholder (the "Merger Agreement");

**WHEREAS**, in connection with the Merger and pursuant to the provisions of the Merger Agreement, Epstein is to surrender for cancellation ten thousand (10,000) shares of the Common Stock of FTC, representing all of the issued and outstanding shares of FTC's Common Stock and all of such issued and outstanding shares held by Epstein, and in consideration of FTC's merger with and into SF, the wholly owned subsidiary of the Corporation, and the transfer of all of FTC's assets to SF by operation of law as a result of such Merger, the Corporation is to issue an additional ten thousand (10,000) shares of its Common Stock, \$.01 par value (the "Common Stock") to Epstein (the "Additional Shares");

**WHEREAS**, the Board of Directors of the Corporation has determined that it is both advisable and in the best interests of the Corporation and of Epstein, as the sole shareholder of the Corporation, that the Merger be consummated upon, in accordance with, and subject to the provisions of the Merger Agreement, and that in connection therewith, the Corporation issue the Additional Shares to Epstein;

**NOW THEREFORE BE IT:**

**RESOLVED**, that, after consummation by FTC of its issuance to Epstein of the Jeepers Interest, the Merger, upon, in accordance with, and subject to, the terms and conditions of the Merger Agreement, be and it is hereby authorized and approved.

**RESOLVED**, that it is intended that the Merger qualify as a tax-free reorganization under section 368(a)(1)(A) of the Internal Revenue Code;

**RESOLVED**, that the form and provisions of the Merger Agreement, be and they hereby are adopted and approved;

**RESOLVED**, in connection with the Merger and pursuant to the provisions of the Merger Agreement, the Corporation issue the Additional Shares to JE.

**RESOLVED**, that, the President of the Corporation be, and he hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute and deliver the Merger Agreement, and to execute and file with the Office of the Lieutenant Governor of the United States Virgin Islands Articles of Merger in form and substance that has been approved by legal counsel to the Corporation as being compliant with the requirements of the GCL and necessary or appropriate in order to effectuate Merger in accordance with the provisions of the Merger Agreement; and

**RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute and deliver all such agreements, documents and instruments, to pay all such costs, fees and expenses, and take all such other action as such officer deems necessary or advisable in order to consummate the Merger in accordance with the provisions of the Merger Agreement.

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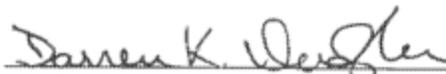
This consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Resolution as the directors of Financial Trust Company, Inc., on this 19<sup>th</sup> day of March, 2013.



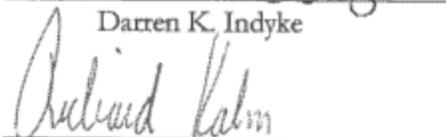
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Jeffrey E. Epstein



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Darren K. Indyke



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Richard Kahn

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**CONSENT OF  
THE BOARD OF DIRECTORS  
OF  
FINANCIAL INFOMATICS, INC.**

The undersigned, being all of the Directors of Financial Infomatics, Inc., a U.S. Virgin Islands Corporation ("the Corporation"), hereby certify that the following resolutions were unanimously adopted and entered into by the Board of Directors on the 18<sup>th</sup> day of November, 2011.

**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 November 18, 2011; and

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

**Jeffrey Epstein  
Darren Indyke  
Richard Kahn**

**WHEREAS**, the undersigned, being all of the directors of Financial Infomatics, Inc., 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 10,000 shares of stock of the par value of \$.01 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 incorporators of the Corporation during the period from November 18, 2011 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

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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 Indyke, Vice President and 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 .01 (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 Vice 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 Corporation accept the subscription of Jeffrey E. Epstein for 10,000 shares of Common Stock, upon the terms and conditions contained in the subscription agreement, dated as of November 18, 2011 of Jeffrey E. Epstein, a copy of which shall be filed with the official records of the Corporation; and it is further

**RESOLVED**, that the Vice President and the Treasurer of the Corporation be, and each of them hereby is, authorized and directed to issue, on behalf of the Corporation, to Jeffrey E. Epstein, a certificate for 10,000 shares of the Common Stock; and it is further

**RESOLVED**, that all of the 10,000 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 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 hereby 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 hereby is, authorized as follows:

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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 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

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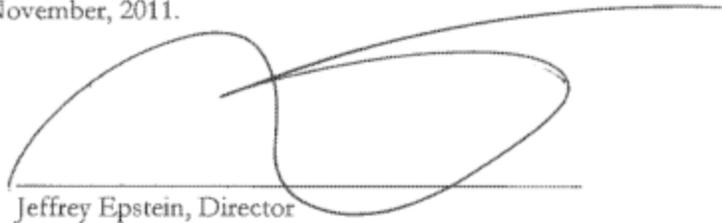
Corporation to transact business therein; and it is further

**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; 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, the undersigned has executed this Resolution as the first directors of Financial Infomatics, Inc., on this 18<sup>th</sup> day of November, 2011.



Jeffrey Epstein, Director



Darren Indyke, Director



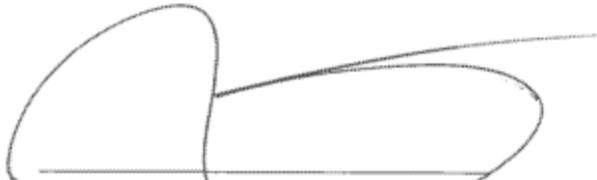
Richard Kahn, Director

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**FINANCIAL INFOMATICS, INC.**  
**SUBSCRIPTION FOR COMMON STOCK**

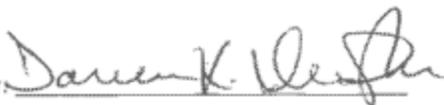
The undersigned hereby subscribes for Ten Thousand (10,000) shares of the Common Stock, \$.01 par value, of Financial Infomatics, Inc., a United States Virgin Islands corporation (the "Corporation"), the Certificate of Incorporation of which was filed with the Office of the Lieutenant Governor of the United States Virgin Islands on the 18<sup>th</sup> day of November, 2011, and agrees to pay therefor and in full payment thereof, upon call of the Board of Directors of the Corporation, ten cents (\$0.10) per share in cash or by check made payable to the Corporation, at which time a certificate shall be issued to the undersigned for the number of shares subscribed for.

Dated as of November 18, 2011

  
\_\_\_\_\_  
Jeffrey E. Epstein  
Subscriber for 10,000 Shares  
of Common Stock, \$.01 Par Value

Subscription Accepted  
As of November 18, 2011

FINANCIAL INFOMATICS, INC.

By:   
\_\_\_\_\_  
Darren K. Indyke  
Vice President

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