

**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