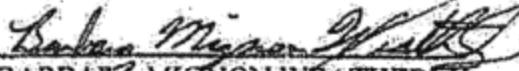


IN WITNESS WHEREOF we have made, signed and acknowledged these Articles of Incorporation this 14 day of June, 2000.

  
BARBARA MIGNON WEATHERLY

  
PAUL HOFFMAN

  
JEFFREY EPSTEIN

TERRITORY OF THE VIRGIN ISLANDS )  
)ss:  
DIVISION OF ST. THOMAS & ST. JOHN )

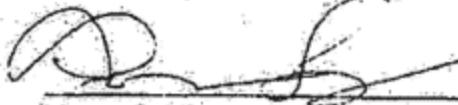
The foregoing instrument was acknowledged before me this 14 day of June, 2000 by Barbara Mignon Weatherly and Paul Hoffman.

  
Notary Public

Linda M. Berry  
Notary Public No. 02/99  
St. Thomas/St. John, U.S. Virgin Islands  
My Commission expires 7/18/2002

STATE OF NEW YORK )  
)ss:  
COUNTY OF New York )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of June, 2000 by Jeffrey Epstein.

  
Notary Public

LAUREN J. KWINTNER  
Notary Public, State of New York  
No. 02KW6016686  
Qualified in New York County  
Commission Expires November 30, 20 01