

**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 19th 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");