

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: