

**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 18th 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