
MINUTES OF THE FIRST MEETING OF INCORPORATORS
MORT, INC.

The first meeting of Incorporators of Mort, Inc., a Virgin Islands corporation (the "Corporation"), was held on April 12, 2011, at 2:00 p.m., at the offices of Dudley, Topper and Feuerzeig, Law House, 1000 Frederiksberg Gade, Charlotte Amalie, St. Thomas, U.S. Virgin Islands, as indicated in the written Waiver of Notice and Assent prefixed to the minutes of this meeting.

William S. McConnell called the meeting to order and stated the objects thereof. Upon motion duly made, seconded and unanimously carried, William S. McConnell was chosen Chairman of the meeting, and Denise J. Richards as Secretary thereof

The following persons, constituting all of the Incorporators of the Corporation, were present in person:

William S. McConnell
Denise J. Richards
Michelle Connor

The Chairman then presented a copy of the Articles of Incorporation of the Corporation, and reported that the original thereof had been filed in the Office of the Lieutenant Governor, Corporate Division, of the Territory of the U.S. Virgin Islands, on the 12th day of April, 2011, and that the filing fee required by law had been paid and receipts obtained therefor. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that a copy of the Corporation's Articles of Incorporation and the Certificate of Incorporation, together with the original receipt showing payment of the filing fee be inserted in the Minute Book of the Corporation.

The Chairman presented a proposed form of bylaws for the regulation and management of the affairs of the Corporation, and stated that the same had been prepared in accordance with the instructions of the Incorporators. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the proposed bylaws submitted to the meeting be, and the same are, hereby adopted as and for the bylaws of the Corporation, and that a copy thereof be placed in the Minute Book of the Corporation, directly following the Articles of Incorporation of the Corporation.

The Chairman then stated that it was in order to consider electing a Board of Directors of the Corporation. Upon nominations duly made, seconded and unanimously carried, the following persons were elected as Directors of the Corporation, to serve until the first meeting of shareholders and until their successors are elected and qualify:

Jeffrey Epstein
Darren Indyke
Richard Kahn

The issuance of the shares of the Corporation was then discussed. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Board of Directors be, and it hereby is, authorized in its discretion to issue the shares of the Corporation to the full amount or number of shares authorized by the Articles of Incorporation, in such amounts and for such consideration as from time to time shall be determined by the Board of Directors, and as may be permitted by law.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.

/
Denise J. Richards
Secretary of the Meeting
William S. McConnell
Chairman of the Meeting

THE UNDERSIGNED, being all the Incorporators of the Corporation, acknowledge that they attended the foregoing meeting without protest of absence of notice and that the foregoing minutes accurately reflect the actions taken at that meeting

William S. McConnell
Denise J. Richards
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ards, Sectary