

Deutsche Bank

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Private Wealth Management

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Limited Liability Company Account Authorization 8t Indemnity

AccountNumber

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as Southern Financial, U.C

The undersigned hereby represents and warrants that he or she is the managing member in a limited liability company known hereinafter called the "Limited Liability Company" or "UC," and hereby

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[N<ni« «t Limited Liability Company)

authorizes Deutsche Bank Securities Inc. (referred to herein as "DBSI") to open a securities account for the Limited Liability Company, to be known as the Account

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is/are hereby appointed agent(s) and attorney-in-fact of the Limited Liability Company (each an "Agent"). Each Agent is authorized to buy, sell (including short sales) and trade in stocks, bonds and any other securities, listed or unlisted, on margin or otherwise, in said account in accordance with DBSI's terms and conditions and at the LLC's risk.

DBSI may conclusively assume that all actions taken and instructions given by each Agent have been properly taken or given

pursuant to authority vested in each Agent by all of the members in the LLC. DBSI is authorized to follow the instructions of said

Agent(s) in every respect concerning said account and to make delivery of securities and payment of monies to said Agent(s) or

as said Agent(s) may order and direct and to send said Agent(s) all reports, confirmations and statements relating to said account.

Each Agent is hereby authorized to execute and deliver on behalf of the LLC a Customer Agreement, Stock Loan Agreement

and any other agreement(s) or document(s) DBSI may require, and to act for the LLC in every respect concerning said account

and to do all other things necessary or incidental to the conduct of said account.

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This authorization and indemnity is in addition to, and in no way limits or restricts, any rights which DBSI may have under

any other agreement or agreements with the undersigned, or any of them, now existing or hereafter entered into, and is binding

on the undersigned and their legal representatives, successors and assigns. This authorization and indemnity is also continuing

and shall remain in full force and effect and DBSI may continue to rely on this authorization until such time as it receives

written notice of its termination. No such termination shall affect any

liability arising out of any transaction initiated prior to such termination.

The LLC, and each of its members, agrees (i) to Indemnify and hold DBSI harmless from all costs, expenses (including reasonable attorneys fees) and liability related to arising from disputes by or among any of the members with respect to said account and (ii) to pay on demand any debit balance in said account. Each of the undersigned agrees to advise DBSI in writing if he, she or any partner is, or becomes, an employee or member of any securities exchange (in perpetuation of which any of them owns a majority of the capital stock), the Financial Industry Regulatory Authority, any broker-dealer, or is, or becomes, a senior officer of any bank, savings and loan institution, insurance company, registered investment company, registered investment advisory firm or institution that purchases securities, or is, or becomes, a member of the immediate family of such a person.

This authorization and indemnity shall inure to the benefit of DBSI and its successors in business, irrespective of any change or changes of any kind in the personnel thereof for any cause whatsoever. The undersigned has read and agrees to the terms of the authorization and indemnity herein.

Signature of Managing Member

Jeffrey Epstein

Print Name

Deutsche Banc Securities Inc., a subsidiary of Deutsche Bank AG, conducts investment banking and securities activities in the United States.

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Date

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OPERATING AGREEMENT

OF

SOUTHERN FIDELITY, LLC

A U.S. Virgin Islands Limited Liability Company

THIS AGREEMENT (this "Agreement") is made and entered into as of

February 26, 2013, by Southern Trust Company, Inc. (hereinafter referred to as "Spfe.Meimber"),

with a business address is: 6100 Redwood Quarter, B3, St. Thomas, U.S. Virgin Islands 00802, and

which hereby forms Southern Fiducial, LLC a U.S. Virgin Islands Limited Liability Company (the

"Company") pursuant to the U.S. Virgin Islands, Uniform Limited

"Act") upon the following terms, and conditions

Company Act (the

SECTION

ORGANIZATION & FORMATION

A. Formation. The Company has been organized as a U.S. Virgin Islands Limited Liability

Company under and pursuant to the U.S. Virgin Islands Limited Liability Company Act (the "Act")

by the filing of Articles of Organization with the Office of the Lieutenant Governor, on

February 25, 2013, as required by the Act

B. Name. The name of the Company shall be "Southern Fiducial, LLC";

The Company

upon proper notice and filing with the Office of the Lieutenant Governor of the U.S. Virgin Islands

may conduct its business under one or more assumed names,

C. Purposes. The purpose of the Company is to operate any business to effectuate

any purpose permitted, by the law of this territory (if the U.S.

Virgin Islands. The Company shall

have all the powers necessary or convenient to fulfill any purpose for which it is formed, including

all powers granted by the Act

D. Duration. The Company shall continue in existence perpetually,

beginning on the date

of filing of the Articles, unless terminated by law or dissolved and terminated.

E. Registered Office and Registered Agent and Place of Business. The Registered Office is

located at the Company for service of process

SECTION 1

CAPITAL STRUCTURE AND UNITS

CONTRIBUTION OF MEMBER

A. Capital Contribution by the Sole Member: Initial Investment. The Sole Member's

ownership rights in the Company shall be reflected in "Membership Units", as recorded in the

Company's records. Upon the formation of the Company, the

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prihcipal place pf feusineiss is 6'100'Red Hook Quarter, B3^. St. Hionias,
U,S, Virgin IsMds 00802 Or
isuch other place or places as the SplerMeinbef may Hei^fter deterliiule;
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set forth opposite the Sole Member's name on the Schedule of Capital Contributions attached hereto. The Company shall thereupon issue to (the Sole Member that number and class of Units so subscribed and contributed for. The Sole Member, may make additional capital contributions at any time and in any amount that it may desire.

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B. Transfer of Membership Interests. The Sole Member may transfer any or all profits accruing to the Company to any person or persons, at any time and from time to time. Subject to the provisions of this Article, the Sole Member may assign its Membership Interest in the Company in whole or in part. The assignment of a Member's Interest does not itself entitle the assignee to participate in the management and affairs of the Company or to become a member. Such assignee is only entitled to receive, to the extent assigned, the distributions the assigning Sole Member would otherwise be entitled to, and such assignee shall, on the date of assignment of a Membership Interest and not a substitute member. An assignee of a member's interest shall be admitted as a substitute member and shall be entitled to all the rights and powers of the assignor only if all the members consent. If admitted, the substitute member; has to the extent assigned, - all of the rights and powers, and is subject to all (if the restrictions and liabilities of the members,

C. No Interest: No Return of Capital. Capital contributions to the Company shall not earn interest, except as otherwise expressly provided in this Agreement. Except as otherwise provided in this Agreement, the Sole Member shall not be entitled to withdraw, or to receive a return of, a capital contribution or any portion thereof.

SECTION II CAPITAL ACCOUNT

A. Capital Account. A capital account ("Capital Account") shall be maintained for the Sole Member and any additional member in accordance with the provision of this Article.
1. Increases. The Capital Account of the members, shall be increased by:
(a) The fair market value of the members' initial capital contribution and any additional capital contributions by the members to the Company, if any property, other than cash, is contributed to or distributed by the Company, the

adjustments to
Capital Accounts required by Treasury Regulation Section 1.704-1(b)(2)(iv) -
(d), (e) and (f) and (g) and Section 1.704-1(b)(4)(I) shall be made,
(b) The member's share of the increase in the tax basis of Company
property, if
any, arising out of the capture of any tax credit.
(c)
Allocations to the members of Profit,
(d) Company income or gain (including income and gain, exempt from
income
taxation) as provided under this Agreement or otherwise under Regulation
Section:
1.704-1(b)(2)(iv),
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G. Distribution of Liquidation of the Company.

1. At the termination of the company and after the company has satisfied or

• provided for the satisfaction of all the company's debts and other obligations, the

company's assets will, be distributed ratably to the Sole Member and any dissociated

members whose interests have not previously been redeemed

first,

in discharge of their

• respective capital interests; and finally the

Member's interest,

2. if the company lacks sufficient assets to make the distributions described in the

foregoing paragraph, the company will make distributions in proportion to the amount of

the respective interest of the Sole Member and any

dissociated members whose

interests have not previously been redeemed

SECTION V

• IV. A. MEMBER OF BUSINESS

A. In General.- The company shall be manager-managed. Jeffrey Epstein shall be the

initial manager of the company. The manager shall manage the business and affairs of the

company and shall have full and complete authority, power and discretion to do all things

necessary or convenient to manage, operate and carry out the business, affairs and properties of

the company to make all decisions regarding those matters to perform any and all other acts

or activities customary or incidental to the management of the company's business

B. Voting of Membership Units. A Membership Unit is entitled to be voted only if it is

owned by a member and each such Membership Unit shall be entitled to one vote. Neither an

assignee nor a transferee may vote a Membership Unit unless such assignee or transferee is

admitted as a member.

SECTION VI

EXEMPTION OF LIABILITY; INDEMNIFICATION

A. Exemption of Liability. Unless, otherwise, provided by law or expressly assumed, the

Sole Member shall not be personally liable for the acts, omissions, liabilities of the company

or its employees,

1. Except as otherwise provided in this Section, the company shall indemnify the

manager of the company and may indemnify any employee or agent of the company who

was: but is. a party is threatened to be made; a party to a threatened pending or completed. action, suit or proceeding whether civil, administrative, or investigative, and whether brought by or in the right of Company, by reason of the fact that such person is or was a member, employee of or agent of the Corporation against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding, if the person acted in good faith, with the care an ordinarily prudent

persons in «like positions; would exercise in a similar manner in such circumstances, such person reasonably believed to be in the best interests of the Company with respect to a criminal action or proceeding, if such person had reasonable cause to believe such person's conduct was unlawful.

2. To the extent that any officer, member, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding brought against him in defense of any claim or issue or other matter in the action, suit or proceeding, such person shall be indemnified against actual and reasonable expenses, including attorneys' fees, incurred by such person in connection with the action, suit or proceeding and any action, suit or proceeding brought to enforce the indemnification provided herein.

3. Any indemnification permitted under this Section, unless provided by a court, shall be limited to the Company only as authorized in the specific case upon a determination that the indemnification is proper under the circumstances because the person; to whom indemnification has met the applicable standard of conduct. The amount of the evaluation of the reasonableness of expenses and amounts paid in settlement and evaluation shall be decided by a majority vote of the members who were not parties or threatened to be made parties to the action, suit, or proceeding (except in the event that there are no members other than the Sole Member; in which event the determination and evaluation shall be made by the Sole Member, regardless of whether not a party or interested to be made a party to the action, suit or proceeding).

SECTION VIII
LIQUIDATION

The Company shall be dissolved and shall terminate and wind up its affairs; upon the determination of the Sole Member to do so.

SECTION VIII

MISCELLANEOUS PROVISIONS

• A. The Company's 5. The Secured Claims and Liabilities shall be governed by the terms of the Agreement have been inserted as a matter of convenience, and for reference, and in

tio 'Way shall be construed to
define, limit, describe, and fix the scope or intent of any provision of this
Agreement

B. Severability. The invalidity or unenforceability of any particular
provisions shall not affect the other provisions hereof and this
Agreement shall be construed in all
respects as if such invalid or unenforceable provisions were omitted.
This Agreement may be amended or revoked at any time, in
writing, with
the consent of the Sole Member. No change or modification to this
Agreement shall be valid unless
it is in writing and signed by the Sole Member,

p. Binding Effect Subject to the provisions of this Agreement to transferability, this Agreement will be binding; upon and shall inure to the benefit of the parties, and their respective distributees, heirs, successors and assigns.

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E. Governing Law. Regardless of the place where this Agreement may be executed by the Sole Member, the rights and obligations of the Sole Member, and any claims and disputes relating thereto, shall lie subject to and governed by, and construed and enforced in accordance with the laws of the Territory of the U.S. Virgin Islands, IN WITNESS WHEREOF, the Sole Member makes and executes' this Operating Agreement on' the day and year first written above.

WITNESSETH:

By: SOUTH BEACH TRUST COMPANY

By: /

Jeffrey E. Epstein

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ARTICLE TWO
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ARTICLEiSEVEN

LIMITATION QE LIABILITY

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ARTICLfisIX

CAPITAL

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slatiile. If the Uniform rjmil-ed Liability Cmpany Act or other applicable law is: ainended to authorize aciion furdier eliiniirafing or Hniilfiig the liability o| managers, dien the lijibilily of any manager of the Company shall be elinuinat^d or limifed tp the fullest extelit permitted by the Uniform Limited Liability Company Act or other applicable law, as sb ariiendied.

Any repeal dr modification of the foregoing paragraph by the liiiembej-s sliall npt adveraely affect nny right Pr protection of any manager existing at the time of such repijal or niodification.

ARTICLE BlCJI^r

MEMBER LIABILH-Y

No member of the Cornpany shall be liable for the debts and obligations of the Cbmpany under Section 1303, Subsection (c) of the UnifPrn Limited Liabilily Compaiiy Act

ARTICLE NINE

SEVERAHILITY

If any phrase, dause, .^entjence, pamgraph, or proviaion of these Articles of Ckgianlzatlon is held to be void pt illegal, tlien it shall not im.pair Or jiffect the ihalance pfi^thesg'Axticles, and the undersigned Orgaruzer of the Company does hereby dedare that he wpl|- 3|;ha^'^^«igIled and executed the balance of these Articles without such void ov illegal pfpvisions.'^'j p ^«

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[signature page fbllows]

IN WITNESS WHEREOF, the undersigned person has hereunto set his hand and seal of the Company on this 25th day of February, 2013.

• Qfeg J, FeigBsoii
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IN THE TERRITORY OF THE UNITED STATES OF AMERICA

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Y'y /NJ o S

BEFORE ME, the undersigned authority, on this 25th day of February 2015

appeared Gieg J. Ferguson, who, being by me first duly sworn, declared himself a person

who signed the foregoing document as flip Organizer of the Company and the articles of incorporation

contained in these Articles of Incorporation are true.

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Notary Public in and for the Territory of the United States Virgin Islands

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My commission expires;

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GOVERNMENT OF
THE VIRGIN ISLANDS- OF THE
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AMALIE, St. THOMAS, VI00802
-OF THE
CERTIFICATE OF EXISTENCE
To Whom These Presents Shall Come;
I, GREGORY R. FRANCIS, Lieutenant Governor of the Virgin Islands do hereby
certify:
That SOUTHERN FINANCIAL, LLC filed Articles of Organization with the
Office
of the Lieutenant Governor on February 25, 2013 and the Company is duly
organized under
the laws of the United States Virgin Islands;
That the duration of this Limited Liability Company is perpetual;
That the company has paid all applicable fees to date; and
That Articles of Termination have not been filed by the company.
In Witness Whereof, I have hereunto set my hand and
affix the seal, of the Government of the United States
Virgin Islands, at Charlotte Hall, this 25th day of
June, A.D. 2013.
Gregory R. FRANCIS
Lieutenant Governor of the Virgin Islands
STATES

THE UNIKO STATES VIRGIN ISLANDS
OFFICE OF THE LIEUTENANT GOVERNOR
DIVISION OF CORPORATIONS AND TRADEMARKS
5049 Kongens Gade
Christie Amalle, Virgin Islands 00802
Phone-340.776.8515
Fax-340.776.4112
lia@kin.gov.vi

Christie Amalle, Virgin Islands 00820
Phone - 340.773.6449
Fax-340.773.0330

June 25, 2013

CERTIFICATE OF GOOD STANDING

This is to certify that the corporation known as SOUTHERN TRUST
COMPANY, INC. FORMERLY: FINANCIAL INVESTMENTS, INC. filed Articles of
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incorporation with the Lieutenant Governor on NOVEMBER 18, 2011 that
a Certificate of Incorporation was issued by the Lieutenant Governor on
DECEMBER 8/ 2011 authorizing the said corporation to conduct business in the
Virgin Islands and the corporation is considered to be in good standing.

Denise Johannes

Director, Division of Corporations
and Trademarks

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®F THE WMITE© STATES

I, GREGORY R, IpRANClSyLieuteiunt G.oveviorofliie Virgin Islrinds do hereby certily tiiat

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SOUTHERN PIN ANCI Alyv LLC

Limited Uability Coniimty

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existence lus fl I.irriUwt Liabilily Coirtpany &o far as the >PC«KI.'! of thi.s olfice show.

• Witness :iuy hancl and the seal of tho GovChiincjvi of the Virgin Islndij of tlie United States, i>l Chtirl'otte Annifie, ,Sl. Tlion)a.s, tjiiis 27lh day of February, 2013.

GREGORY r<. FRANCIS

Lieutenant Govnor ofthe Virgin-isUmds

miRs PEPT^TMENT OK THE TREASURE

INTERNAL 'REVpNlffi SERVICE

GLKCINNATI OH 45999-0023

X>ai.e of this nbtiiice: 02-28-2013

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EOBil: SS-i.

Number bf thi s noti'cie: CP 575 G

SOOTHERN FINANCIAL. LLC

% SOUTHERN TRUIST COMPANY ,INC 90LE M

9100 PORT OF SALE MALL STE IS

ST THOMAS, vr 00802

Por assistance you. may call us at;:

i-800-iS29-4933

IP YOO WRITE, ATTACH THE

STUB At TiiiE END OP THIS' NOTICE.

WB ASSISNEIS •^6tj AN 'mEtOYER IDENTIEICATION ITO^

EIN ^6-0799l9'2. Tlii& -EIN v>Hl Ictentiey'ydu,, your buaineaB

acoounta , :tax retUifnfi, and

documents, even i f you have no employees. Pjease keep this notice in your pentianent records.

Thank you for" app.iyliig for an Employer Jdentif JicdCion Number (EiN). 'We assigned you

When filing, tax documents, pa'yments, and related corresphdenoa, i t is very important

that you use your BIN and cornplete name and address exactly aa Shown abova. Any variation

may- cause a delay in processing, result in incorrect inforjnation in your, ficcount,, or eyen,

cciuise you to be assigned more than -one EIN. I f the information, is not correct as shown

above, piease make the" correction using the attached tear off stub and return i t to ua.

A I'lttilted liabilit y coit^iny (LLC) may fil a Porm .B'832,. Entity pl^Bei fication EJ\$ctioni

and elect to be olasstfifed as -an. association t;a?cE»bie. as a corporat;i.- 6n.. I f the litq Ag

eligible td be treated as 'A. eorporation that nieet-s certain testd .and' i t wil l be electing S

corporation at?itus, i t must timely fii e Form 2553, Siectioy by a Small Rainess

Oorporation, Tbe LLC wil l bei %'reated; as- a coiporiation as of the effective date of the S

corporation election and does hot nged to fil e Pbifm 8832.,

TO obtain tax forma and publications, inciuding those referenced in this notice,,

visi t our Web site at www.irs.gov. Ifyou do .not ha-ve access to tho Internet, call

1-800-829-3676 (TTY/TDD 1-800-829-4059) or visic-your local IRS office.

IMPORTANT SBMiNDBRS:

* Keep a copy of this notice in your permanent records. This notice is issued only once and the XAS will not be able to generate a duplicate copy for you. You may give a copy of this document to anyone asking for proof of your EIN.

* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.

* Refer to this EIN on your tax-related correspondence and documents. If you have questions about your EIN, you can call us at the phone number or write to UB at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub.

Your name control associated with this EIN is S00T. You will need to provide this information, along with your EIN, if you file your returns electronically.

Thank you for your cooperation.

eONSENT OF
THE BOARD OTD

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••-:OI?'! •

SOiithERN TRUST (X>MPAW INC.

The undersigned, being aD pif the Directore of Southein Tmist dompiny,.Inc.,
a U.S. Virgin Islands

Coqporstiori f'the Cbtjoratori^,' hereby cettily .that jtHe following
respludohs were tihankriously'adopted
apd entered into by ithe. Board of OVcctbrs on we I9*i day of M

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W\TN?:\$SiETH:

WHEREA3i the Coiijoradon is a corporation organized and existiHg under the
laws of the U.S.

"Viigih.Islands;''. • •.;':'
-WHEREAS, the Boiard 6fpiie'ctoiss«

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- ' -jRichatd Kiihii

WHEREJEAS, the undersighed, beirig aH of the directors df the Cptpotadoini'-
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Cotpoiadori Law of die United Sates Virgin lislinds (the "GCL") and waive
any.nptice to be given-in
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WHEREAS, Financial Trust Coinpany, Inci, a cotporarion organized and
exisijiiig..ufider thc laws of
the United States. Viigih Islands .("FTG"), is the sole ;shai;eHoldet ,pf
Jeepers;; loc., a- .cotporation or^jiized'.
and existing under the laws of the United States Virgiri Islands
("Jeepers"), which has elected to be taxed as
a.qualified subchapter s, subsidiary;

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'of the issued and;putstah^g sha^ of Je^ers,. &ec; add; ckax of all Uensi
ddmsiihd'-e^
"Jeepers Interese''), such that Epstein shall bdcoflic

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WHEI^AS, die Gorporation is. the-sofe menQjbet .of Sdu^em Finanqaii IXC, a
United States

Virgin Islands liriited liabihty conipany organized pin Febm
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andVite -sole .shajrehpld^ to-incrge. .FTC into 5F,-ripon;ithe,:cump
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•V;' .vSIMiEREAis, .the Board of Ditectbis pf, FTG: dfct^ririiried that^ is
iti the best inteiests of the

eo potiori. and its sole, shareholder, Jeffrey E. Epstein ("Epstein"),
to transfer and distribute to Epstein all

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: WHEREAS ; ;it is ;riterided that the Mefger'-be efteetuated uppri, iri
aci^ordance with,' and subject to,'
th;e:proATsipns:<^ A^<:crrient. and iPIai^ of Metgep in:the
. also beeri appiwjTC
annexed as-Exhibit "A'' h^^
WH'EKEAS. ' ih cpai^^
Merger
Agreement, Epkcij is to suttcnder for caoeellattori tCp thousand^ (10,000)
shares of die Gommon Stock df
FTC, representing aU of the issued and Qutstiading.sWes .ptFrG's Gdinmofr
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assets ,to SF % bpfctadpfl o
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' IWMBRiEASj .the Bpaidvof Directors/
and in the best interests of ihe Coiporalibn and of Epstein, as the sole
shareholder of the Gorporation, that
the Merger be l corisumriiated upon, in iaccOrdariCe -TO
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Addidonal iShares to Epstein;
NOW THEREFORE BE IT :
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.RESOLyEDj iri cohriectioriiwith thie;I^l^^^
Agreerient, the Goiparatori issiue the Addihpnail Shareis to^^J^^^
RESOtVED, that; the President of the Go^prad^
.and; directed, Jfprrah on bdtialf. of .tlie GpEporatioQ,-.t6t«e
execute arid -file iwirh the Office of the Lieutenant Goyeicnor oif the
iUnited States Viirg^n Is'lttijds Articles of
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ernpbwererd and directed for and ori bejhalf pf the Cp^bratdon, to
execuciaiidideliver all such agfeeriii^titsi . •

This consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Resolution as the directors of

Fidelity Trust Company, Inc., on this 19th day of March, 2013

Jeffrey Elstein

^ Darren K Indyke

Richard Kahn

Tur. » ^^^SENTOF
BOARD OF DfRECTORS
Of •

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- '^^^'^^^'Consenureasfo^^^ ' .-V- V •• ' v
Jfefirey Epstein
pawen Indyke
HSch^rd Kahn
" November M •Vil , r
""*'^^"ns-takcn'^t^

Corporation until the next meeting of directors of the Corporation immediately following the next annual meeting; If the stockholders of the Corporation and its successor shall have been duly elected and shall have qualified; ; - - ; ' ; ; ' - - .
Jeffrey Epstein, President

And it is further empowered and directed to pro
RESOLVED, that the officers of the Corporation be, and each of them hereby is authorized, in 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 debts and to make full reimbursement for all expenses made in connection with the organization of the Corporation
RESOLVED; that the specimen of stock certificate to evidence shares of this Common Stock, par value of \$1 (the "Common Stock"), of the Corporation in the form submitted and 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; and 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 resolutions shall be in: a registered, when issued as aforesaid, validly issued, fully paid'

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. endorse such checks, drafts or.other ins.truihentS; for such deposits;
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companies customarily require as a;condition, for perniitring the use of
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6. Tp make such general and spedal'rules and regulations uith respect to
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authorised 'i:p p^ep?>re and certify as;the resolutions of fhe .Board of
Directors, as if adopted verbatim by this.:
Cotisent, anysuch additional resolutions as anysuch depbsitoty iriaiy
require in cbnticcrion with the opening •
of an account vwth such dpositoty.as autlibriied pursiiant to the
immediately prce<;ding resolution, and that
any such depositoty to which a copy of the immediately preceding resolution
and such adtlitional
resolutions, if anyi have been certified shall be entuled to rely thereon
f0r all purposes urtil it shall have
recei'ycd wrirten nptice pf the revocatori or amendment, of such
resolutions by'tht- Board of Pirectors; and
it is further , .';year;

and it is further

RESQIJ\^D/:that the fisc,iU ye.^ of ;:this Gorporation .shall begin the first-day of Januar)' in-ciich

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I&SOLVED, that for the purpbse of authbtizing the Corporadon-.to do business in any state,

territdy or dependency of the United States'Or any fordgn country in which itis ricccssaty-'pr expedient For

•the Cotppraupn-.to transact, business, the officers .of the Corporation be, arid, each bf them hereby is,

authorized to appoint and subsdmte all neccssiaty agents or attorneys for sei:\'ice of process, to designate and

change the location of all necessaty offices of the Goipotaaon, whether statutoty br otherwise, and, under

the seal of the Cprporadon, tq make and file aU neqessaty certificates, reprrts, powers of attorney arid othc'j;

insuruments as mayjbe i^ec^uired by the l^ws/o^f such stjat^ rdolutiph'and; atiy resblutibhS; thereori'

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Corporation to transact business therein; and it is further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of the Corporation, to do and perform all such further acts and things, to execute and deliver and, where necessary or appropriate, file with the appropriate governmental authorities, all such further certificates, contracts, agreements, documents, instruments, instruments of transfer, receipts or other papers, and to pay all costs and expenses (but only to the extent that any such officer has signing authority with respect to the bank accounts of the Corporation), including, without limitation, such taxes and assessments, as in their judgment or in the judgment of any of them shall be necessary or appropriate to carry out, comply with and effectuate the purposes and intent of the foregoing resolutions; and it is further

RESOLVED, that the Corporation proceed to carry on the business for which it was incorporated.

This consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Resolution as the first directors of T-financial

Informatics, Inc., on this 19th day of November, 2011.

Jeffrey Epstein, Director

Richard Kiilin, Director

FINANCL\L INFOMATICS, INC.

SUBSCRIPTION FOR COMIWON STOCK

The undersigned hereby subscribes for Ten Thousand (10,000): shares of the Common,

Stock, \$-01 par value, of Financial Infomatics, Inc., a United States

Virgin Islands corporation (the

"Corporation"), the Certificate of Incorporation of which was filed with the Office of the

Lieutenant Governor of the United States Virgin Islands on the 18th day of November, 2011, and

agrees to pay therefor and in full payment thereof, upon call of the Board of Directors of the

Corporation, -^t-^ e.e.^Kii

(\$ • I 0) per share in cash or by check made payable to the

Corporation, at which time a certificate shall be issued to the undersigned for the number of .shares

subscribed for.

Dated as of November 18, 2011

JetJrey Ji. fcpstt

Subscriber for IQ^

of Common Stock, \$01 Par Value

Subscription Accepted

As of November 18, 2011

FINANCIAL INFOMATICS, INC.

Darren K. Indyke

Vice President

ED Current Classification: (click here for help) internal

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""^^^

Sender

2,
57

Jay Lipman

Fran M Wickman

Date

08/26/2013 12:04 P,M

08/26/2013 12:08 PM

CIP failure rectification [I]

Jay Lipman to: Fran M Wickman

08/26/2013 12:04 PM

Subject

^ CIP failure rectification [1]

Re: CIP failure rec

Classification: For Internal use only

Hi Fran,

Please could you let me know if this document is sufficient for what we need?

For Account:

[REDACTED]

For Source of Wealth:

Epstein began his financial career in 1976 as an options trader at Bear Stearns and became a partner in 1980. In 1982, Epstein founded his own financial management firm, J. Epstein & Co., managing the assets of clients with more than a billion in net worth, in 1996, Epstein changed the name of his firm to The Financial Trust Company and based it on the island of St. Thomas in the US Virgin Islands. All of his clients were anonymous except for the very wealthy businessman Leslie Wexner. His wealth has come from his days at Bear Stearns and his financial management firms

Kind Regards,

Jay Lipman

Jay Lipman

Analyst I Markets Coverage Group

Deutsche Bank Securities Inc

Deutsche Asset & Wealth Management

345 Park Avenue B - 26th Floor

New York, NY 10154

Tel. [REDACTED]

Fax [REDACTED]

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