

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.