

RESOLVED, that the specimen certificate so approved and adopted be annexed to this written action of the Board of Directors.

RESOLVED, that the President of the Corporation be, and he hereby is, authorized and directed to establish in the name of and on behalf of the Corporation a bank account at such financial institution or institutions as the President deems to be in the best interests of the Corporation, appointing such persons to be signatories thereon as the President directs.

RESOLVED, that the forms of banking resolutions and certificates and other documents presented by the banking institution selected by the President and required to establish an account may be executed by any duly appointed officer of the Corporation, as designated by the President in his discretion.

RESOLVED, that the official seal of the Corporation shall be in the form affixed in the margin opposite of this resolution, which is hereby adopted and approved by the Board of Directors.

RESOLVED, that the written offer pertaining to the issuance of shares of the Corporation made by Jeffrey Epstein dated April 12, 2011 be, and the same hereby is, in all respects, approved and accepted on behalf of the Corporation.

RESOLVED, that the Corporation issue and deliver to Jeffrey Epstein, upon receipt of the consideration therefor, pursuant to the terms of the aforesaid offer, a certificate representing One Thousand (1,000) shares of the Corporation's common stock at \$0.01 par value.

RESOLVED, that the shares so issued shall be fully paid and non-assessable and that the consideration for the issuance of such shares shall be ONE DOLLAR (\$1.00) per share in lawful U.S. money.

RESOLVED, that the fiscal year of the Corporation shall be a calendar year, with the first such fiscal year commencing on the date of incorporation of the Corporation and ending on December 31, 2011, and, all