

038-66056

CERTIFICATE OF SECRETARY

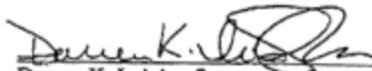
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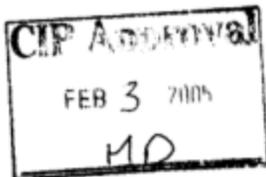
FINANCIAL TRUST COMPANY, INC.
(A United States Virgin Islands Corporation)

The undersigned being the duly elected and acting secretary of Financial Trust Company, Inc., a United States Virgin Islands corporation (the "Corporation"), hereby certifies as follows:

1. Attached is a true and correct copy of the Articles of Incorporation of the Corporation. Said Articles of Incorporation have not been amended, modified or rescinded.
2. The sole stockholder of the Corporation is Jeffrey E. Epstein, who resides on Little St. James Island in the United States Virgin Islands, the mailing address for which is 6100 Red Hook Quarter, Suite B-3, St. Thomas, USVI 00802.
3. The directors of the Corporation are Jeffrey E. Epstein and Darren K. Indyke. Mr. Indyke resides at 2 Kean Court, Livingston, New Jersey 07039.

In Witness Whereof, the undersigned has executed this Secretary's Certificate as the Secretary of the Corporation this 28th day of October, 2003.


Darren K. Indyke, Secretary of
Financial Trust Company, Inc.



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