actually and necessarily incurred by or imposed upon him in connection with such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein, that such officer or director is liable for wilful misconduct in the performance of his duties. The provisions of this Article shall not be deemed exclusive of any other rights respecting indemnification to which one seeking indemnification may be entitled and shall not be read to limit or restrict any applicable provisions of law, nor to further limit the corporation as respects indemnification. The rights respecting indemnification referred to herein shall inure to the benefit of the heirs, executors and administrators of any person entitled to indemnification.

ARTICLE X

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in The Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF we have made, signed and acknowledged these Articles of Incorporation this 6th day of November, 1998.

Barbara Mignon Weatherly

Jennie-lynn Falk

Dale R. Michael

TERRITORY OF THE VIRGIN ISLANDS)
)ss:
DIVISION OF ST. THOMAS & ST. JOHN)

The foregoing instrument was acknowledged before me this 6th day of November, 1998, by Barbara Mignon Weatherly, Jennie-lynn Falk, and Dale R. Michael.

Notary Public

Paul Hoffman
Commission Expires June 27, 2000
Notary Public Commission No. LNB13-06

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