

GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES

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CHARLOTTE AMALIE, ST. THOMAS, VI 00802

To Whom These Presents Shall Come:

I, the undersigned, LIEUTENANT GOVERNOR, do hereby certify that
FINANCIAL INFOMATICS, INC.

a Virgin Islands corporation, filed in the Office of the Lieutenant Governor
on
September 21, 2012 as provided for by law, Certificate of Amendment Articles
of

Incorporation, duly acknowledged; changing its name to
SOUTHERN TRUST COMPANY, INC.

WHEREFORE the said Amendment is hereby declared to have been duly recorded
in
this office on the aforesaid and to be in full force and effect from that
date.

Witness my hand and the seal of the
Government of the United States Virgin
Islands, at Charlotte Amalie, this 31st day of
October, A.D. 2012.

Lieutenant Governor of the Virgin Islands

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION
OP

FINANCIAL INFOMATICS, INC.

Financial Infomatics, Inc. a corporation duly organized and existing under
and by virtue of
the General Corporation Law of the Virgin Islands (the "Corporation") DOES
HEREBY CERTIFY

that the following Amendment to its Articles of Incorporation has been duly
adopted in accordance
with the provisions of Title 13 of the Virgin Islands Code, General
Corporation Law, Section 222.

Article I of the Articles of Incorporation is hereby amended by deleting
Anicics 1 in its
entirety and inserting the following in lieu thereof:

ARTICLE I

The name of the Corporation (hereinafter referred to as the "Corporation")
is Southern Trust
Coutpany, Ine.

IN WITNESS WHEREOF, the undersigned persons have hereunto set their hands as
the President

and the Secretary of the Corporation this :./r. day of September. 2012.

IN THE STATE OF

DISTRICT OF .., •

Jeffrey Epstein. Preildent--

Darren Indyke. Secretary

BEFORE ME, the undersigned authority, on this C0: day of September, 2012
personally

appeared Jeffrey Epstein and Darren Indyke, who, being by me first duly

sworn, declared
that they are the persons who signed the foregoing document as the President
and Secretary
of the Corporation and that the statements contained in these Articles of
Amendment are
true.

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Notary Public

HARRY I. BELLER

Notary Pubec, State of New York

No. 010E4853924

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Commisaion expires Feb. 17, 20 -23 cr;

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ARTICLES OF INCORPORATION

OF

FINANCIAL INFOMATICS, INC.

We, the undersigned, for the purposes of associating to establish a
corporation for the transaction of the

business and the promotion and conduct of the objects and purposes

hereinafter stated, under the provisions

and subject to the requirements of the laws of the Virgin Islands of the
United States (hereinafter called the

"Virgin Islands"), and particularly the General Corporation Law of the

Virgin Islands (Chapter 1, Title 13, Virgin

Islands Code), as the same may be amended from time to time, do make and

file these Articles of Incorporation

in writing and do certify:

ARTICLE I

The name of the Corporation (hereinafter referred to as the "Corporation")
is Financial Infornatics, Inc.

ARTICLE II

The principal office of the Corporation in the Virgin Islands is located at
9100 Havensight, Port of Sale, Suite

15-16, St. Thomas, U.S. Virgin Islands, 00802 and the name of the resident agent of the Corporation is Kellerhals Ferguson LLP, whose mailing address is 9100 Havensight, Port of Sale, Suite 15-16, St. Thomas, U.S. Virgin Islands 00802, and whose physical address is 9100 Havensight, Port of Sale, Suite 15-16, St. Thomas, U.S. Virgin Islands.

ARTICLE III

Without limiting in any manner the scope and generality of the allowable functions of the Corporation, it is hereby provided that the Corporation shall have the following purposes, objects and powers: c.)

- - (1) To engage in any lawful business in the United States Virgin Islands.
 - (2) To enter into and carry out any contracts for or in relation to the foregoing business with any person, firm, association, corporation, or government or governmental agency.
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 - - (3) To conduct its business in the United States Virgin Islands and to have offices within the United States Virgin Islands.
 - (4) To borrow or raise money to any amount permitted by law by the sale or issuance of obligations of any kind, to guarantee loans, other types of indebtedness and financing obligations, and to secure the foregoing by mortgages or other liens upon any and all of the property of every kind of the Corporation.
 - (5) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the exercise of any of the powers herein set forth, either alone or in connection with other firms, individuals, associations or corporations in the Virgin Islands and elsewhere in the United States and foreign countries, and to do any other acts or things incidental or appurtenant to or growing out of or connected with the said business, purposes, objects and powers of any part thereof not inconsistent with the laws of the Virgin Islands, and to exercise any and all powers now or hereafter conferred by law on business corporations whether expressly enumerated herein or not. The purposes, objects and powers specified in this Article shall not be limited or restricted by reference to the terms of any other subdivision or of any other article of these Articles of Incorporation.
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 - (d) To set apart a reserve or reserves, and to abolish such reserve or reserves, or to make such other provisions, if any, as the Board of Directors may deem necessary or advisable for working capital, for additions, improvements and betterments to plant

and equipment, for expansion of the business of the Corporation (including the acquisition of real and personal property for this purpose) and for any other purpose of the Corporation.

(e) To establish bonus, profit-sharing, pension, thrift and other types of incentive, compensation or retirement plans for the officers and employees (including officers and employees who are also directors) of the Corporation, and to fix the amount of profits to be distributed or shared or contributed and the amounts of the Corporation's funds or otherwise to be devoted thereto, and to determine the persons to participate in any such plans and the amounts of their respective participations.

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(1) To issue or grant options for the purchase of shares of stock of the Corporation to officers and employees (including officers and employees who are also directors) of the Corporation and on such terms and conditions as the Board of Directors may from time to time determine.

To enter into contracts for the management of the business of the Corporation for terms not exceeding five (5) years.

To exercise all the powers of the Corporation, except such as are conferred by law, or by these Articles of Incorporation or by the by-laws of the Corporation upon the stockholders.

To issue such classes of stock and series within any class of stock with such value and voting powers and with such designations, preferences and relative, participoing, optional or other special rights, and qualifications, limitations or restrictions

tlfAeof:74 is 'stated in the resolution or resolutions providing for the issue of such stock adtvtedAT the Board

of Directors and duly filed with the office of the Lt. Governor of the;Virgi? ISlaridS in accordance with Sections 91 and 97, Chapter 13, Virgin Islands Code, As the same may be amended from time to time.

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ARTICLE VIII

No stockholder shall sell, convey, assign or otherwise transfer any of his

or her shares of stock without first offering the same to the Corporation at the lowest price at which the stockholder is willing to dispose of the same; and the Corporation shall have thirty (30) days within which to accept same; the Corporation shall notify the stockholder of its election in writing. If accepted by the Corporation, the stockholder shall promptly assign the shares of stock to the Corporation, and the Corporation shall promptly pay therefor. If the Corporation rejects the offer, then the stockholder shall offer the stock to the remaining stockholders under the same terms as offered to the Corporation; and the remaining stockholders shall have thirty (30) days within which to collectively or individually accept the same in writing. If the remaining stockholders reject the offer, then the stockholder shall have the right to sell the stock at the same or a greater price than that at which it was offered to the Corporation. If the stockholder shall desire to sell the stock at a lesser price than that originally quoted to the Corporation, the stockholder must then repeat the process of offering the stock for sale to the Corporation and the stockholders in turn. Shares of stock in this Corporation shall not be transferred or sold until the sale or transfer has been reported to the Board of Directors and approved by them.

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No stockholder shall pledge as collateral for indebtedness any shares of stock without first obtaining the written consent of a majority of the disinterested members of the Board of Directors of the Corporation.

ARTICLE IX

At all elections of directors, each stockholder shall be entitled to as many votes as shall equal the number of votes that (except for such provision as to cumulative voting) the stockholder would be entitled to cast for the election of directors with respect to his or her shares of stock multiplied by the number of directors to be elected. The stockholder may cast all votes for a single director or distribute them among any two or more of them as he or she may see fit. At least ten (10) days notice shall be given, however the shareholders are entitled to waive notice of the meeting as provided by law. Furthermore, the meeting and vote of stockholders may be dispensed with, if all of the stockholders who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporate action being taken.

ARTICLE X

Subject to the provisions of Section 71, Title 13, Virgin Islands Code, the Corporation may enter into contracts or otherwise transact business with one or more of its directors or officers, or with any firm or association of which one or more of its directors or officers are members or employees, or

with any other corporation or association of which one or more of its directors or officers are stockholders, directors, officers, or employees, and no such contract or transaction shall be invalidated or in any way affected by the fact that such director or directors or officer or officers have or may have interests therein that are or might be adverse to the interests of the Corporation even though the vote of the director or directors having such adverse interest is necessary to obligate the Corporation on such contract or transaction, provided that in any such case the fact of such interest shall be disclosed or known to the directors or stockholders acting on or in reference to such contract or transaction. No director or directors or officer or officers having such disclosed or known adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors or officer or officers be accountable for any gains or profits realized thereon. The provisions of this Article shall not be construed to invalidate or in any way affect any contract or transaction that would otherwise be valid under law.

(a) ARTICLE XI

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The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if:

- (1) he or she acted
 - (A) in good faith and
 - (B) in a manner reasonably believed to be in or not opposed to the best interests of the Corporation; and
- (2) with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

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(b) The termination of any action, suit, or proceeding by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself,

create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal, action or proceeding, had reasonable cause to believe that his conduct was unlawful. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the officer, employee, or agent of the Corporation, or is or was serving at the request of the venture, trust, or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted:

- (1) in good faith; and
- (2) in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit is brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subparagraphs (a) and

(b), or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses

(including attorneys' fees) actually and reasonably incurred by him or her in connection

(d) Any indemnification under subparagraphs (a) and (b) (unless ordered by a court) shall be made by the

Corporation only as authorized in the specific case upon a determination that he or she had met the

applicable standard of conduct set forth in subparagraphs (a) and (b). Such determination shall be

made: :

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(1) by the board of directors by a majority vote of a quorum consisting of directors who were not

parties to such action, suit, or proceeding; or

(2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so

directs, by independent legal counsel in a written opinion; or

(3) by the stockholders.

(e) Expenses incurred in defeating a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a

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director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XII

The Corporation reserves the right to amend, alter or repeal any of the provisions of these Articles of Incorporation and to add or insert other provisions authorized by the laws of the Virgin Islands in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the Board of Directors and the stockholders by these Articles of Incorporation are granted subject to the provisions of this Article.

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[signature page follows]

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IN WITNESS WHEREOF, we have hereunto subscribed our names this 17th day of November, 2011.

Erika A. Kellerhals, Inc
Gregory J. Ferguson; Incorporator
Brett Geary, Incorporator
TERRITORY OF THE UNITED STATES VIRGIN ISLANDS)
DISTRICT OF ST. THOMAS AND ST. JOHN
The foregoing instillment was acknowledged before me this 17th day of
November, 2011, by Erika A.
Kellerbals, Gregory J. Ferguson, and Brett Geary.

GINA MARIE BRYAN
NOTARY PUBLIC NP 069-09
COMMISSION EXPIRES 09/28/2013
ST. THOMAS/ST, JOHN, USVI
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CPs
Corp No. 581871
GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES

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CHARLOTTE AMALIE, ST. THOMAS, VI 00802
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I, the undersigned, LIEUTENANT GOVERNOR, DO hereby certifies that
FINANCIAL INFOMATICS, INC.

Business Corporation
of the Virgin Islands filed in my office on November 18,2011 as provided for
by law, Articles of
Incorporation, duly acknowledged.

WHEREFORE the persons named in said Articles, and who have signed the same,
and their
successors, are hereby declared to be from the late aforesaid, a Business
Corporation by the name
and for the purposes set forth in said Articles, with the right of
succession as therein stated.

Witness my hand and the seal of the Government of the
Virgin Islands of the United States, at Charlotte Amalie, St.
Thomas, this 8th day of December, 2011.

GREGORY R. FRANCIS
Lieutenant Governor of the Virgin Islands