

HAUL HOFFMAN PC P 002/013

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JEEPERS, INC. FAGE 02(22

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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 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 JEEPERS, INC.

ARTICLE II

The principal office of the corporation in the Virgin Islands is located at 41-42 Kongens Gad;

St. Thomas, VI, and the name of the resident agent of the corporation at that address is Barbara

Mignon Weatherly.

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:

1. To engage in any lawful undertaking or business.

2. To engage in any commercial, industrial, agricultural, marketing, transportation, or

service activity, business, or enterprise calculated or designed to be profitable to the

corporation.

To design, develop, manufacture, construct, assemble, install, repair, maintain,

prepare and compound and to buy, sell, import, export, and otherwise deal in commercial, industrial, agricultural, or other . instruments, appliances, tools, machinery, equipment, parts, supplies, accessories, devices, preparations, compounds, and articles, and goods, wares, and merchandise of every kind; to maintain and operate laboratories and testing facilities of every kind and to carry on the business of analysts, testers, examiners, advisors, ;Ind technical consultants with respect to materials, equipment, and processes of every kind and to carry on research and experiments with respect thereto.

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Articles of Incorporation

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4. To acquire, hold, maintain, and operate such plants, workshops, offices, stores, buildings, equipment, vehicles, and vessels as may be desirable for the proper

conduct of the business herein referred to, and to do and perform every other act that

may be legally performed by a corporation engaged in such business.

5. To apply for, acquire, register, us; bold, sell, assign, or otherwise dispose of (either

absolutely or by way of lease, mortgages, pledge, or license), to grant licenses with

respect to and otherwise turn to account any letters patent of the United States or of

any foreign country, or pending applications therefor, and any inventions, improvements, devices, trade secrets, formulae, processes, trademarks. trade names,

brands, labels, copyrights, and privileges and any right, title, or interest therein.

6. To purchase, or otherwise acquire, take by devise, hold, own. mortgage, pledge, sell,

enjoy or otherwise turn to account, assign, and transfer and to invest, trade, and deal

in goods. wares, and merchandise, and real and personal property of every kind.

7. To acquire all or any part of the good will, rights, property, and business of any

person_ firm, association, or corporation and to pay for the same in cash or in stock

or bonds of this corporation or otherwise and to hold or in any manner dispose of the

whole or any part of the property so purchased, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to

conduct in any lawful manner in anyplace the whole or any part of the

business thus
acquired.

8. To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of the Virgin Islands or any other jurisdiction and, while the owner of such stocks, bonds, securities, or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote any stock thus owned.

9. To borrow or raise money to any amount permitted by law by the sale or issue of bonds, notes, debentures, or other obligations of any kind and to secure the same by mortgages or other liens upon any and all of the property of every kind of the corporation.

10. To enter into and tarry out any contracts including entering into joint ventures or partnerships, limited or general, as limited or general partner, or both, for or in

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Articles of Incorporation

Page 4

Ena Simon

Mary It Weber 146-100 Anna's Retreat

St. Thomas, Virgin Islands

22-18 Manciah

St. Thomas, Virgin Islands

ARTICLE VI

The corporation is to have perpetual existence.

ARTICLE VII

The corporation is to be unlimited in the amount of indebtedness to which it shall at any time be subject..

ARTICLE VUI

For the management of the business and for the conduct of the affairs of the corporation, and

in further creation. definition, limitation, and regulation of the powers of the corporation and of its directors and stockholders, it is further provided:

1. The number of directors of the corporation shall be fixed by, or in the mariner

provided in the By -Laws, but in no case shall the number be less than three. The

directors need not be stockholders.

2. In furtherance and not in limitation of the powers conferred by the laws of the Virgin

Island and subject at all times to the provisions thereof, the Board of Directors is

expressly authorized and empowered:

a) Subject to the right of a majority of the stockholders to amend, repeal, alter

or modify the By-Laws at any regular meeting, or at any special meeting called for such purposes, to make, alter and repeal By-Laws, not inconsistent

with any existing law, fixing or altering the management of the property of the corporation, the governing of its affairs, and the manner of certification

and transfer of its stock.

b) To authorize and issue obligations of the corporation, secured and unsecured,

to include therein such provisions as to redeemability,

. convertibility or

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Articles of Incorporation

Page 5

otherwise, as the Board of Directors in its sole discretion may determine and

to authorize the mortgaging or pledging of. and to authorize and cause to be executed mortgages and liens upon any property of the .corporation, real or person2il,-incliiling after acquired property.

c) To determine whether any, and, if any, what part of the net profits of the

corporation or of its net assets in excess of its capital shall be declared in

dividends and paid to the stockholders, and to direct and determine the use and disposition thereof.

To contract in the name of the corporation with individual members of the Board of Directors in their individual capacity or as representatives of any firm, association or corporation.

e) To sell or otherwise dispose of the real or personal property of the corporation.

0 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.

g) To establish bonus, profit-sharing, pension, thriftand 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 amounts of profits to be distributed or shared or contributed and the amounts of the corporation's funds otherwise to be devoted thereto and to determine the persons to participate in any such plans and the amounts of their respective participation.

h) To issue, or grant options for the purpose 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.

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

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Articles of Incorporation

Page 6

j) 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.

ARTICLE D(

Any person made a party to or otherwise involved in any action, suit or proceeding, by reason of the fact that he is or was a director, resident agent or officer of the corporation or of any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against any and all amounts, costs and expenses, including but not limited to, attorney's fees, amounts paid upon judgments or awards or in settlements (before or after suit is commenced), 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.

ARTICU 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 day of August, 2003.

Barbara Mignon W erly

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Articles of Incorporation

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TERRITORY OF 'THE VIRGIN ISLANDS)

)ss:

DIVISION OF ST. THOMAS & ST. JOHN)

The foregoing instrument was acknowledged before me this 1st day of August, 2003 by 1:1 r 1.-va er* _ * -. IYLLEAkini cznacriy, /trio Ninon SIM Maly K.

W,

Notary Public

PAUL HOFFMAN

NOTARY Ptif3LIO COMMISSION NO, I.NR011-00 COMMISSION tottRas

2004

MAR-06-2007(TUE) 16:32 P.009/013

09/23/2003 14:09 340-774-2030

. PAUL HOFFMAN PC PaGE 09/22

..aMENT OF THE TREASURY

INTERNAL REVENUE SERVICE

PHILADELPHIA PA 29255-0023

JEEPERS INC

PO BOX 870

ST THOMAS VI 00804 DATE OF THIS NOTICE: ag-z6-zon

NUMBER OF THIS NoTicE: cr 575 A

EMPLOYER IDENTIFICATION NUMBER; [REDACTED]

FORM; 55-(, NOROD 008000111Z6

0533256980 B

FOR ASSISTANCE CALL US AT:

1-aou-829-011S

OR WRITE TO THE ADDRESS

SHOWN AT THE TOP LEFT.

IF *NU WRITE, ATTACH THE

STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)

Thank you for your Form SS -4, Application for Employer Identification Number

(EIN). We assigned you EIN [REDACTED]. This EIN will identify your business account,

tax returns, and documents even if you have no employees. Please keep this notice in

your permanent records.

Use your complete name and EIN shown above on all federal tax forms,

payments and related correspondence. If you use any variation of your name or EIN, it may cause a delay in processing and may result in incorrect information in your account. It also could cause you to be assigned more than one EIN.

Based on the information form(s) by the date shown on your Form 55-4, you must file the following

Form 1120 03/15/2005

Your assigned tax classification is based on information obtained from your Form

SS -6. It is not a legal determination of your tax classification, and if not binding

on the IRS. If you want a determination of your tax classification, you may seek a

private letter ruling from the IRS under the procedures set forth in Revenue Procedure

98-01, 1998-1 I.R.B.7 (or the superseding revenue procedure for the year at issue).

If you need help in determining what your tax year is, you can get Publication

538, Accounting Periods and Methods, at your local IRS office.

If you have questions about the form(s) or the due date(s) shown, you can call us

at 1-800-329-0115 or write to us at the address shown above.

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If you are required to make deposits for employment taxes (Form 941, 943, 940,

945, CT -1, or 104Z), 8XC3sm taxes (Form 72.03, or income taxes (Form 112(1), we will send

an initial supply of Federal Tax Deposit (FTD) coupon books within six weeks. If you

need to make a deposit before you receive your supply, call us at 1-800-829-3676.

Start Your business off right - pay your taxes the easy way. Pay through the Electronic Federal Tax Payment System (EFTPS). For information, call. 1-800-AZ9-Z676

and request Publication 966, EFTPS Answers to the Most Commonly Asked Questions.

Please use the label IRS provided when filing tax documents. Use FTD coupons

when making FTD payments. If that isn't possible, use your EIN and complete name

and address as shown below to identify your account and to avoid delays in processing.

JEEPERS INC

PO BOX 870
ST THOMAS VI 00804

If this information isn't correct, please correct it using the bottom part of this notice. Return it to the address shown so we can correct your account. Note: If you change your corporation to an S corporation, you must file Form 2551, Election by a Small Business Corporation.

Note: If you change your business to a corporation, you may need to file Form 8812, Entity Classification Election. See forms for instructions to determine if you are required to file,

MAR-06-2007(TUE) 16:33 P.011/013

CERTIFICATE OF APPOINTMENT
OF RESIDENT AGENT OF
.1E0)06, INC.

I, Jeffrey Epstein, President of Jeepers, Inc. ("The Corporation") certify that the board of directors of the Corporation on June at 2005, did unanimously consent to the adoption of the following resolution:

RESOLVED, that Maria Tankenson Hodge, 1340 Taanieberg, St. Thomas, Virgin Islands,

(340) 774-6845, be and hereby is duly appointed to serve as resident agent for service of legal

process in the U.S. Virgin Islands with full authority to accept the service of legal process on behalf of the Corporation.

DATED: 0-61ete- D3, octS

A TRUE COPY

ATTES

Cecile DeJongli; Secretary

MAR-06-2007(TUE) 16:33 P. 012/013

UNANIMOUS CONSENT OF
BOARD OF DIRECTORS OF
IN LIEU OF MEETING

The Board of Directors of Jeepers, Inc. (hereinafter the Corporation") pursuant to the

provisions of Title 13 VIC 67b, unanimously consented to the following action, on this a.3 day of June, 2005.

in accord with the provisions of Title 13 VIC Section 52, it is hereby RESOLVED, that Maria Tankenson Hodge, 1340 Taarneberg, St. Thomas, Virgin Islands

00802, (340) 774-6845, be and hereby is duly appointed to serve as resident agent for service of

legal process in the U.S. Virgin Islands with full authority to accept the service of legal process on behalf of the Corporation.

Dated the 02.3 day of 3J

, 2005
Cecile
Jeffrey E. Epskii-t,ector

Darren Indyke, Director
MAP-06-2007(TUE) 16:33 P. 013/013
ACCOUNT #

G CLIENT / BENEFICIAL OWNER! AUTHORIZED PARTIES,
This information must be filled out for EACH Individual. Please use a separate page for each Individual,
For US individuals: No documentation required at account opening. A copy of a driver's license or other valid, government-issued picture ID may be requested for verification purposes upon review of the account
For Non-US individuals, and for all Non-U.S. Beneficial Owners of PIV Accounts: Please attach to this form a copy of a valid, government-issued picture ID evidencing nationality for each Individual. The documentation must be presented at account opening.
For Non-U.S. PIV Accounts: Please attach 1'` and Signature Page of organization document and pages showing ownership of the entity.
For Hedge Funds, Funds and Non -Profits. see Page 6 for instructions.
1, or Trading Authority) Power of Attorney / Investment Advisor only questions 1, 1a, 10,18 and 19 are required
For Principal! Director officer only questions 1, 1a, 10, 18 and 19 are required.

1. Name of Individual (First, Middle, Last Name) (or Entity Name) 1a. Type of Client/Beneficial Owner/Authorized Party---

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2. Has an Account for this Individual been established since 10/10/03?

If Yes, list Account Numbers:

3. Date of Birth:

4. Is the Individual a US Citizen? [Z'Pes MN°

If no. Country of Citizenship:

6. Home Address:

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8. Home Phone:

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10. Principal Business Address:

12. Employment Status:

Employed 0Self-Employed 1:Unemployed

. . . - - .1

Employer's Name: 1:: (L.Sa,,11.77rd<i-

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Occupation: RnAmeArol cirryi -

es of Wealth:

Employment ['Inheritance Vnvestment

00ther, Explain: ON°

5. SSN/Tax ID Number. (Required for US Citizens)

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5a. If SSN/Tax ID is not available,

Passport No/JAlien Reg. No/JOther Valid Gov't-Issued ID No.

5b. Type of ID, if not Passport or Alien Reg. Card:

'T. Home Mailing Address:

SAuto."-e__

9. Busts_srhone: C.- a_s'

11. Business Mailing Address: (If different from Principal Business)

Se4.1.1tr-42.--

13. Marital Status: ingle UMarried

13e. If married, Spouse's Occupation:

15. Annual income: (US \$I

•
17. S.Sareeff. of Assets an Deposit
InEmployment Olinheritance nvestment

['Other, Explain:

Individual currently or formerly a Foreign Political Figure. an Immediate-Family Member or a Known Close Associate?

Please contact Compliance Officer and Anti -Money Laundering Group in the Legal Dept, before conducting trading activity.

Citizenship. or Address associated with this account from a country included In the High Risk List?

No.

C:1 Yes- Please contact Compliance Officer and Anti -Money Laundering Group in the Legal Dept. before conducting !Fading activity.

NOW Acct Entity v052704 Page 1 of 1

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CERTIFICATE OF SECRETARY

OF

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 [REDACTED]

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, Secre

Financial Trust Company, Inc.

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ARTICLES OF INCORPORATION
OF
FINANCIAL TRUST COMPANY, INC. -1

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r,

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 purposeSlereinafter 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 TRUST COMPANY, INC.

10111CIEJ1

The principal office of the corporation in the Virgin Islands is located at 41-42 Kongens Gade, St. Thomas, W 008(2, and the name of the resident agent of the corporation at that address is Paul

Hoffman

ARTICLE

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:

1. To provide financial counseling and investment advice to clients both within and without the United States Virgin Islands, including serving as trustee and/or fiduciary for such clients and others.

To engage in any commercial, industrial, agricultural, marketing, transportation, or service activity, business, or enterprise calculated or designed to be profitable to the corporation.

3. To design, develop, manufacture, construct, assemble, install, repair, maintain, prepare and compound and to buy, sell, import, export, and otherwise deal in commercial, industrial, agricultural, or other instruments, appliances, tools, machinery, equipment, parts, supplies, accessories, devices, preparations, compounds,

and articles, and goods, wares, and merchandise of every kind; to maintain and operate laboratories and testing facilities of every kind and to carry on the business of analysts, testers, examiners, advisors, and technical consultants with respect to materials, equipment, and processes of every kind and to carry on research and experiments with respect thereto.

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Articles of Incorporation

Page 2

4 To acquire, hold, maintain, and operate such plants, workshops, offices, stores, buildings, equipment, vehicles, and vessels as may be desirable for the proper conduct

of the business herein referred to, and to do and perform every other act that may be

legally performed by a corporation engaged in such business.

5 To apply for, acquire, register, use, hold, sell, assign, or otherwise dispose of (either

absolutely or by way of lease, mortgages, pledge, or license), to grant licenses with

respect to and otherwise turn to account any letters patent of the United States or of

any foreign country, or pending applications therefor, and any inventions, improvements, devices, trade secrets, formulae, processes, trademarks, trade names,

brands, labels, copyrights, and privileges and any right, title, or interest therein.

6 To purchase, or otherwise acquire, take by devise, hold, own, mortgage, pledge, sell,

enjoy or otherwise turn to account, assign, and transfer and to invest, trade, and deal

in goods, wares; and merchandise, and real and personal property of every kind.

7. To acquire all or any part of the good will, rights, property, and business of any

person, firm, association, or corporation and to pay for the same in cash or in stock

or bonds of this corporation or otherwise and to hold or in any manner dispose of the

whole or any part of the property so purchased, and to assume in connection therewith any liabilities of any such person, firm, association, or

corporation, and to

conduct in any lawful manner in any place the whole or any part of the business thus

acquired.

8. To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the

shares of the capital stock of, or any bonds, securities, or evidences of indebtedness

created by any other corporation or corporations of the Virgin Islands or any other

jurisdiction and, while the owner of such stocks, bonds, securities, or evidences of

indebtedness, to exercise all the rights, powers and privileges of ownership, including

the right to vote any stock thus owned.

9. To borrow or raise money to any amount permitted by law by the sale or issue of

bonds, notes, debentures, or other obligations of any kind and to secure the same by

mortgages or other liens upon any and all of the property of every kind of the

corporation.

10. To enter into and carry out any contracts including entering into joint ventures or

partnerships, limited or general, as limited or general partner, or both, for or in

relation to the foregoing business with any person, firm, association, corporation, or

government or governmental agency.

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Articles of Incorporation

Page 3

I 1. To conduct its business in the Virgin Islands and elsewhere in the United States and

foreign countries and to have offices within or outside the Virgin Islands and to hold,

purchase, mortgage, and convey real and personal property within or outside the

Virgin Islands.

12. 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

or any part thereof not inconsistent with the laws of the Virgin Islands, and to exercise

any and all powers now or hereafter conferred 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.

ARTICLE IV

The total number of shares of stock which the corporation is authorized to
issue is 1000

shares of common stock of no par value; no preferred stock is authorized.

The minimum amount of capital with which the corporation will commence
business is

\$1,000.00.

ARTICLE V

The name and place of residence of each of the persons forming the
corporation are as

follows:

Barbara i'vfignon Weatherly

Jennie-lynn Falk

Dale R. Michael

E71 -d /00/1,00 d E/5-1 2-21 Bonne Esperance

St. Thomas, Virgin Islands

38 Ridge Road

St. Thomas, Virgin Islands

Skyline Village #3A

4C Estate Joseph & Rosendahl

St. Thomas, Virgin Islands

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Articles of Incorporation

Page 4

ARTICLE VI

The corporation is to have perpetual existence.

ARTICLE VII

The corporation is to be unlimited in the amount of indebtedness to which it
shall at any time

be subject.

ARTICLE VIII

For the management of the business and for the conduct of the affairs of the
corporation, and

in further creation, definition, limitation, and regulation of the powers of
the corporation and of its

directors and stockholders, it is further provided:

I. The number of directors of the corporation shall be fixed by, or in the
manner

provided in the By -Laws, but in no case shall the number be less than
three. The

directors need not be stockholders.

2. In furtherance and not in limitation of the powers conferred by the laws
of the Virgin

Islands, and subject at all times to the provisions thereof, the Board of
Directors is

expressly authorized and empowered:

a) Subject to the right of a majority of the stockholders to amend, repeal,
alter

or modify the By -Laws at any regular meeting, or at any special meeting

called for such purposes, to make, alter and repeal By -Laws, not inconsistent with any existing law, fixing or altering the management of the property of the corporation, the governing of its affairs, and the manner of certification and transfer of its stock.

b) To authorize and issue obligations of the corporation, secured and unsecured, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors in its sole discretion may determine and to authorize the mortgaging or pledging of, and to authorize and cause to be executed mortgages and liens upon any property of the corporation, real or personal, including after acquired property.

c) To determine whether any, and, if any, what part of the net profits of the corporation or of its net assets in excess of its capital shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition thereof

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Articles of Incorporation

Page 5

d) To contract in the name of the corporation with individual members of the Board of Directors in their individual capacity or as representatives of any firm, association or corporation.

e) To sell or otherwise dispose of the real or personal property of the corporation.

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.

g) 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 amounts of profits to be distributed or shared or contributed and the amounts of the corporation's funds otherwise to be devoted thereto and to determine the persons to participate in any such plans and the amounts of their

respective participation.

h) To issue, or grant options for the purpose 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.

i) 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.

ARTICLE IX

Any person made a party to or otherwise involved in any action, suit or proceeding, by reason of the fact that he is or was a director, resident agent or officer of the corporation or of any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against any and all amounts, costs and expenses, including but not limited to, attorney's fees, amounts paid upon judgments or awards or in settlements (before or after suit is commenced),
Articles of Incorporation

Page 6

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 1-• IncorporationthisdayofL71, 1998.

TERRITORY OF THE VIRGIN ISLANDS

DIVISION OF ST. THOMAS & ST. JOHN 17) .21...e...-

Barbara Mignon Westherly

Jennie-lynn F

)ss:

The foregoing instrument was acknowledged before me this w - day of kit)

crc----1,-c-r,
1998, by Barbara Mignon Weatherly, Jennie-Iynn Fall15.,-and Dale R. Michael.
EPI-i 100/100 d SAS -.L ZP081/EZIZ N0iary Public
Paul Hoffman

Common Expires June 27, 21X1
Nintstv Pak& r.nmrrilec;nr, F Mrtil_OA
ECOZ-8Z-0I

Page 1 of 2

Malhan, Vinu (Exchange)
From: Deuel, Deborah (Exchange)
Sent: Friday, March 30, 2007 10:55 AM
To: Malhan, Vinu (Exchange)
Subject: FW: Jeepers, Inc.
From: [REDACTED] [mailto:[REDACTED]]
Sent: Friday, March 30, 2007 10:51 AM
To: Zicherman, Ira (Exchange)
Subject: Jeepers, Inc.

Mr. Ira Zicherman
Bear Stearns

Dear Mr. Zicherman:

This is to certify that Financial Trust Company, Inc. (Bear Stearns Acct No. 03866056), a USVI corporation, is the sole stockholder of Jeepers, Inc. (Bear Stearns Acct No. 03800152), which is also a USVI corporation. As you know, Jeffrey E. Epstein (Bear Stearns Acct No. 03828825) is the sole stockholder of Financial Trust Company, Inc. and, through his holdings of Financial Trust Company, Inc. stock, is the beneficial owner of Jeepers, Inc.

Please feel free to contact me if you require further information.

Darren K. Indyke
Attorney -At -Law
457 Madison Avenue
4th Floor
New York, New York 10022
Tel: 212-750-1176
Fax: 212-750-0381

e-mail: [REDACTED]

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Confidentiality Notice: This communication and any attachments contain information from Darren K. Indyke,

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