

**FINANCIAL TRUST COMPANY, INC.**

The undersigned, being the sole shareholder of Financial Trust Company, Inc., a United States Virgin Islands corporation (the "Corporation"), in lieu of holding a meeting, does hereby consent to the adoption of the following resolutions and the taking of all action required or permitted thereby:

**WHEREAS**, on September 21, 2007, Jeffrey E. Epstein resigned as a director of the Corporation and as a result the number of directors of the Corporation has been reduced to two directors; and

**WHEREAS**, Article III, Section 1 of the By-Laws of the Corporation requires that there be three directors of the Corporation;

**NOW, THEREFORE BE IT**

**RESOLVED**, that, effective as of September 21, 2007, the following persons be, and each of them hereby is, elected as director of the Corporation, each to serve until his or her successor is duly elected by the sole shareholder of the Corporation and shall have qualified, or until his or her earlier death, resignation or removal, whichever shall be first to occur:

Darren K. Indyke  
Cecile De Jongh  
Jeanne Brennan

And be it

**FURTHER RESOLVED**, that all persons currently serving as directors of the Corporation who were heretofore elected as directors of the Corporation other than pursuant to the immediately preceding resolution, be, and each of them hereby is, removed as a director of the Corporation.

Dated: September 21, 2007

  
Jeffrey E. Epstein

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