

2K-U1356118

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:30 PM 07/18/1991  
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**CERTIFICATE OF INCORPORATION**

OF

**HYPERION AIR, INC.**

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

**FIRST:** The name of the corporation (hereinafter called the "corporation") is **HYPERION AIR, INC.**

**SECOND:** The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 32 Loueckerman Square, Suite L-100, City of Dover, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred. The par value of each of such shares is one tenth of a mill. All such shares are of one class and are shares of Common Stock.

**FIFTH:** The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Athena Toggias	15 Columbus Circle New York, N.Y. 10023-7773

**SIXTH:** The corporation is to have perpetual existence.

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**SEVENTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

**EIGHTH:** For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of § 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of § 141 of the General Corporation Law of the State of Delaware shall be set forth in an

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initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of § 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

**NINTH:** The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

**TENTH:** The corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his 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 director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**ELEVENTH:** From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.

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Signed on July 18, 1991

*Alfred E. Levine*  
Incorporator

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The Morgan Account  
Application: Business Deposit Accounts

CAS [Redacted] <b>SCAN</b> SPN # [Redacted] ACCT. # [Redacted] Doc. ID # [Redacted] Effective Date: _____		CAS [Redacted] <b>SCAN</b> SPN # [Redacted] ACCT. # [Redacted] Doc. ID # [Redacted] Effective Date: _____		MORGAN USE ONLY US841 10/05 TITLE: <b>HYPERION AIR, INC.</b> SPN: _____ MMIA No. _____ Primary CAS _____ Checking Acct. No. _____ Business Checking with Interest Acct. No. _____ JP Morgan Rep. (sent package): <b>THOMAS A. RICE</b>
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<b>A ACCOUNT INFORMATION</b>	Title of Account <b>HYPERION AIR, INC.</b>	Entity Type: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Foundation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> LLP <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other <small>Check if applicable:</small>	
<b>B ACCOUNT TYPE</b>	<input checked="" type="checkbox"/> Checking Account <input type="checkbox"/> Business Checking with Interest Account* <input type="checkbox"/> Money Market Investment Account <input type="checkbox"/> Other <small>* Available only in trusts &amp; estates, sole proprietorships, not-for-profits, school districts, and government organizations.</small>		
<b>C CORPORATE/ PARTNERSHIP INFORMATION</b>  <small>**Must be Authorized Person</small>	Name of Corporation/Partnership/LLC/ Doing Business As <b>HYPERION AIR, INC., C/O NEW YORK STRATEGY</b>	Type of Business	Tax Identification Number (TIN) [Redacted]
	Contact Person**	Title	Telephone Fax
	Current Mailing Address <b>457 MADISON AVE 4TH FLOOR</b>		City <b>NEW YORK</b>
<b>D CHECKS</b>	Check Style (JPMorgan exclusive check stock): <input type="checkbox"/> Wallet (single check) <input type="checkbox"/> Newprint Desk Book (spiral binder, 3 checks/page) <input type="checkbox"/> Business-Style Book (ring binder, 3 checks/page) <input checked="" type="checkbox"/> Computer Checks (iuc software) <u>Quickbooks</u> <input type="checkbox"/> Other*** <u>Laser Jet - Single Voucher</u> <small>***Other check styles may incur additional fee.</small>		
	Check Imprint: Checks will be imprinted with Title of Account as it appears on this Application, and address as listed in the corporate/ partnership information section of this application, or on file <input type="checkbox"/> Please omit my address from the check imprint.		
	Alternate Check Delivery Address: Name _____ Company _____ Address _____ City _____ State _____ Zip Code _____ Country _____		
	E <b>STATEMENTS</b> Reduced size images of the front and back of each check will be returned with statements unless otherwise indicated <input type="checkbox"/> Truncate checks and do not return		
<b>F ACCOUNT LINKING</b>	Note: Linking Agreement contained in Subdivision I of this application Link for Pricing: To apply earning credit/fee allowances to offset monthly maintenance and/or transaction charges (as listed on my current fee schedule) <input type="checkbox"/> Link my following non-interest bearing Business Checking accounts		
	Account Number for lead Checking Account to be billed any monthly maintenance charges: _____		

<b>ACCOUNT LINKING</b>	<input type="checkbox"/> Combine summary and detailed account information in one consolidated statement for accounts with the same title  <b>Link to Minimize or Eliminate Overdraft Interest Charges:</b> To avoid or minimize interest charges incurred due to an overdraft <input type="checkbox"/> Link my following non-interest bearing Checking Accounts to minimize or eliminate overdraft interest charges within these accounts:  _____ _____ Account Number for lead Checking Account to be billed any overdraft interest charges _____
<b>G ONLINE ACCOUNT ACCESS</b> <small>(For more regarding online access, contact your JPMorgan Private Bank Representative)</small>	<input checked="" type="checkbox"/> I am a current user of Morgan OnLine/Chase OnLine, please add this account to my access. My User ID is: _____ <input type="checkbox"/> I would like to access my account via Morgan OnLine. My Choices for an Internet access Login ID: _____ (User IDs must contain 8-32 characters. They cannot be the same as your password or SSN. They may not include special characters such as &, %, *, etc.) 1 <sup>st</sup> Choice _____ 2 <sup>nd</sup> Choice _____ 3 <sup>rd</sup> Choice _____ My Email Address is _____
<b>H PLEDGE AGREEMENT</b>	I agree that this account is an account under The General Terms for Accounts and Services and is pledged as collateral for all of my obligations and is subject to the security interest provisions in The General Terms for Accounts and Services, the terms of which are incorporated by reference. The General Terms for Accounts and Services together with this application are the security agreement under Article 9 of the Uniform Commercial Code, as amended from time to time.
<b>I LINKING AGREEMENT</b>	JPMorgan Private Bank calculates an earning credit/fee allowance on aggregated business checking account balances. This allowance is netted against fees for maintenance and services used, as listed on my current fee schedule. If the fee allowance is not sufficient to cover the services used, a fee is charged to the primary Business Checking Account. By linking my multiple no-interest bearing Checking accounts, I can use the combined account balances to avoid or minimize interest charges incurred due to an overdraft in any one or more of the linked accounts. Note that linking can reduce or eliminate interest charges due to overdrafts, but does not prevent the overdrafts themselves. Each day, the collected balances in all linked accounts are added together. If the net balance is negative, overdraft interest charges will be calculated on that negative balance. I understand that linking Checking Accounts as described above may have legal, tax or other ramifications under applicable U.S. or other laws or rules (owing to, for example, different legal entities owning linked accounts and incurring or paying charges on behalf of each other or having their assets offset against each other's). By signing below, I represent that I and the other Accountholders have consulted with our legal, financial, tax or other advisers on these matters, accept the linkage so created, and will manage the accounts to prevent any negative repercussions. I agree to hold harmless from and indemnify JPMorgan Private Bank and each of its affiliates, officers, directors, agents and other representatives against any liability relating in any way to its provision of account linking services to myself or the Accountholders of the linked Checking Accounts. Other terms applicable to your Accounts are contained in The General Terms for Accounts and Services, Account Agreements, and Appendices.
<b>THIS APPLICATION MUST BE COMPLETED BEFORE MORGAN WILL BE ABLE TO PROVIDE FINANCIAL SERVICES. IF ANY SECTION IS INCOMPLETE, YOU MAY CONTACT ME TO OBTAIN ADDITIONAL INFORMATION. I MUST ALSO NOTIFY YOU OF ANY FUTURE CHANGES TO THE INFORMATION IN THIS APPLICATION. ABSENT NOTIFICATION, THE INFORMATION CONTAINED IN THE APPLICATION WILL BE DEEMED ACCURATE AND COMPLETE.</b>	
<b>J MORGAN AGREEMENT</b>	The General Terms for Accounts and Services and Appendices along with this Application, and any additional Account Agreements, Rate and Fee Schedules, Appendices and Supplemental Forms, and all amendments and supplements to any of them in effect from time to time comprise the Agreement between you and me. By signing this Application, I acknowledge that I have, or will read off the various documents, including but not limited to, the General Terms for Accounts and Services, Account Agreements, Rate and Fee Schedules, and Appendices, and Supplemental Forms which comprise the Agreement between you and me ("Agreement"). I further acknowledge that I will notify you immediately if I have any issues with the Agreement. Otherwise, I will be deemed to concur with this Agreement between you and me. I also agree that each of the Accounts I am applying for is pledged as Collateral for all of my obligations. I also acknowledge that I have read and consent to the terms of the JPMorgan Private Bank Privacy Policy, including the manner in which my information is received and used and that upon opening an account with JPMorgan Private Bank my client information will be used by one or more members of the JPMorgan Private Bank family of companies (as listed in the Policy) in order to make available to me all the products and services available through the JPMorgan Private Bank. I understand that you do not give tax or legal advice, and that I am advised to consult a lawyer or tax advisor about tax, legal, and estate-planning issues affecting my Accounts, including the way Accounts are titled.

<p><b>K</b> IMPORTANT TAX INFORMATION</p> <p>FOREIGN PERSONS TAX STATUS</p> <p>U.S. CITIZENS AND RESIDENT ALIENS TAX CERTIFICATION</p>	<p>A FOREIGN PERSON MAY HAVE TO COMPLETE IRS FORM W-8BEN OR FORM W-8BIMY. A "FOREIGN PERSON" MEANS A NONRESIDENT ALIEN INDIVIDUAL, A FOREIGN CORPORATION, A FOREIGN PARTNERSHIP, A FOREIGN TRUST, A FOREIGN ESTATE, AND ANY OTHER PERSON THAT IS NOT AN U.S. PERSON. IT ALSO INCLUDES A FOREIGN BRANCH OR OFFICE OF AN U.S. FINANCIAL INSTITUTION OR U.S. CLEARING ORGANIZATION IF THE FOREIGN BRANCH IS A QUALIFIED INTERMEDIARY.</p> <p><input type="checkbox"/> I AM A FOREIGN PERSON; THEREFORE, I ACKNOWLEDGE THAT YOU ADVISE ME TO READ THE IRS W-8 INSTRUCTIONS (ENCLOSED IN THIS PACKAGE) CAREFULLY AND THAT I HAVE BEEN ADVISED TO CONSULT MY TAX ADVISOR. <i>Please sign and return the attached W8 form(s).</i></p> <p>IF I HAVE NOT CHECKED THE FOREIGN PERSONS TAX STATUS BOX ABOVE, UNDER PENALTIES OF PERJURY I CERTIFY, AS THE ACCOUNTHOLDER SIGNING BELOW, THAT (1) THE NUMBER SHOWN ON THIS APPLICATION IS MY CORRECT TAXPAYER IDENTIFICATION NUMBER (OR I AM WAITING FOR A NUMBER TO BE ISSUED TO ME), AND (2) THAT I AM NOT SUBJECT TO BACK-UP WITHHOLDING BECAUSE: (A) I AM EXEMPT FROM BACKUP WITHHOLDING, OR (B) I HAVE NOT BEEN NOTIFIED BY THE INTERNAL REVENUE SERVICE (IRS) THAT I AM SUBJECT TO BACK-UP WITHHOLDING AS A RESULT OF A FAILURE TO REPORT ALL INTEREST AND DIVIDENDS, OR (C) THE IRS HAS NOTIFIED ME THAT I AM NO LONGER SUBJECT TO BACK-UP WITHHOLDING, AND (3) I AM A U.S. PERSON (INCLUDING A U.S. RESIDENT ALIEN).</p> <p>(I UNDERSTAND THAT IF I HAVE BEEN NOTIFIED BY THE IRS THAT I AM SUBJECT TO BACK-UP WITHHOLDING AS A RESULT OF DIVIDEND OR INTEREST UNDERREPORTING, AND I HAVE NOT RECEIVED A NOTICE FROM THE IRS ADVISING ME THAT BACK-UP WITHHOLDING IS TERMINATED, I MUST STRIKE OR CROSS OUT THE INFORMATION CONTAINED IN ITEM 2 IN THE PREVIOUS PARAGRAPH.) THE IRS DOES NOT REQUIRE CONSENT TO ANY PROVISION OF THIS DOCUMENT OTHER THAN THE CERTIFICATION REQUIRED TO AVOID BACK-UP WITHHOLDING.</p> <p>*LIMITED LIABILITY COMPANIES ONLY - FOR FEDERAL TAX PURPOSES IF THE MEMBERS HAVE CHOSEN TO BE CLASSIFIED AS AN ASSOCIATION TAXABLE AS A CORPORATION YOU MUST CHECK THE BOX TO THE LEFT OF THE WORD EXEMPT TO BE EXEMPT FROM BACKUP WITHHOLDING ON INTEREST AND DIVIDEND PAYMENTS. OTHERWISE, THE CLASSIFICATION WILL BE DEFAULTED TO A PARTNERSHIP OR AS A SINGLE OWNER DISREGARDED AS AN ENTITY SEPARATE FROM ITS OWNER.</p> <p><input type="checkbox"/> EXEMPT (CLASSIFIED AS AN ASSOCIATION TAXABLE AS A CORPORATION).</p>												
<p>SIGN HERE <input checked="" type="checkbox"/></p>	<p>ALL ACCOUNTHOLDERS ARE REQUIRED TO SIGN BELOW:</p> <table border="0"> <tr> <td data-bbox="448 879 792 952"><input checked="" type="checkbox"/> </td> <td data-bbox="799 879 961 952">09/18/06</td> <td data-bbox="967 879 1424 952">JEFFREY EPSTEIN, President</td> </tr> <tr> <td data-bbox="448 961 792 1034"><input checked="" type="checkbox"/> </td> <td data-bbox="799 961 961 1034">09/18/06</td> <td data-bbox="967 961 1424 1034">CHRISTINE MAXWELL, Treasurer</td> </tr> <tr> <td data-bbox="448 1043 792 1116"><input checked="" type="checkbox"/> </td> <td data-bbox="799 1043 961 1116">09/18/06</td> <td data-bbox="967 1043 1424 1116">HARRY BELLEF, Secretary</td> </tr> <tr> <td data-bbox="448 1125 792 1198"><input checked="" type="checkbox"/></td> <td data-bbox="799 1125 961 1198"></td> <td data-bbox="967 1125 1424 1198"></td> </tr> </table>	<input checked="" type="checkbox"/> 	09/18/06	JEFFREY EPSTEIN, President	<input checked="" type="checkbox"/> 	09/18/06	CHRISTINE MAXWELL, Treasurer	<input checked="" type="checkbox"/> 	09/18/06	HARRY BELLEF, Secretary	<input checked="" type="checkbox"/>		
<input checked="" type="checkbox"/> 	09/18/06	JEFFREY EPSTEIN, President											
<input checked="" type="checkbox"/> 	09/18/06	CHRISTINE MAXWELL, Treasurer											
<input checked="" type="checkbox"/> 	09/18/06	HARRY BELLEF, Secretary											
<input checked="" type="checkbox"/>													

Deposit Accounts are with JPMorgan Chase Bank, N.A. or J.P. Morgan Trust Company, N.A. or Chase Bank USA, N.A.



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The Morgan Account  
Application: Corporate/Other Organization Resolutions

I, Harry Belle, the Secretary (or duly authorized officer) of HYPERION, INC. (the "Organization") duly organized under the laws of AIR hereby certify that the following is a true and complete copy of resolutions adopted by the Board of Directors of the Organization by unanimous written consent or at a meeting held on 18<sup>th</sup> September 2004 at which a quorum of the Board of Directors was present and voting and that these resolutions have not been rescinded or modified and are now in full force and effect.

**A. Authorized signers**

In this space, please list, by names or titles, the persons authorized to sign or act pursuant to the resolutions indicated below (signers must be identified in each resolution as passed.) Also, each signer may act singly unless that word is crossed out below and the word "jointly" is written in, which means that any two signers must act jointly.

<u>JEFFREY EPSTEIN, PRESIDENT</u>	<u>Singly</u>
Print Name and Title (if any) or Title Only	Manner of Signing
<u>Ghislaine Maxwell, Treasurer</u>	<u>Singly</u>
Print Name and Title (if any) or Title Only	Manner of Signing
<u>HARRY BELLE, SECRETARY</u>	<u>Singly</u>
Print Name and Title (if any) or Title Only	Manner of Signing
Print Name and Title (if any) or Title Only	Manner of Signing
Print Name and Title (if any) or Title Only	Manner of Signing

\*A photo copy of a current Driver's License or Passport and social security number are required for each signer listed above.

Please check the line to the left of any one or more of the following resolutions which have been adopted. If the line to the left of any particular lettered subdivision is not checked, that resolution has not been adopted.

**B. Banking and custody**

1. RESOLVED, that the individuals identified above are authorized to enter into deposit and custody accounts with JPMorgan Chase Bank, N.A. or a Morgan Affiliate (individually or collectively, "Morgan") and any successors or assigns designating Morgan as a depository of the funds and custodian of the securities of the Organization and to act on behalf of the Organization in all respects regarding the Organization's banking and custody accounts with Morgan as they in their discretion determine.

**C. Investment management**

2. RESOLVED, that the persons specified above are authorized, in the name and on behalf of the Organization to execute an investment management agreement designating Morgan as the Organization's investment manager, to deliver or modify any asset allocation guideline, mandate, or other instruction, and to act on behalf of the Organization in all respects regarding the Organization's investment management accounts with Morgan.

**D. Brokerage**

3. RESOLVED, that those persons identified above are authorized in the name and on behalf of the Organization: to execute a brokerage agreement with J.P. Morgan Securities Inc. and any successors or assigns; to purchase on margin or otherwise and borrow (on a secured or unsecured basis) from, sell (including short sales in a margin account), and lend (on a secured or unsecured basis) to, and to otherwise enter into transactions of any kind with Morgan with respect to any and all securities and financial instruments whatsoever in which Morgan may deal, broker or act as counterparty from time to time, to enter into any derivative transactions with respect to the foregoing, including over the counter equity derivatives and structured transactions (including, but not limited to options, swaps, collars, caps and floors); to pledge any funds or instruments for the purposes of securing the Organization's obligations with respect to the foregoing; to establish and operate one or more brokerage or other accounts in connection with the foregoing activities and transactions; and, to act on behalf of the Organization in all respects regarding the Organization's brokerage accounts.

**E. Credit**

4. RESOLVED, that those persons specified above are authorized in the name and on behalf of the Organization, to borrow from time to time from Morgan sums of money, for periods of time and upon terms as may to them in their discretion seem advisable; to execute notes or other obligations to evidence borrowings; to enter into agreements with respect to borrowings; to discount with Morgan any bills or notes receivable held by the Organization upon such terms as they may deem proper; to apply for and obtain letters of credit and to execute applications, agreements, trust receipts and all other documents in connection therewith; to execute and deliver, in their discretion, any guarantee, indemnity agreement or undertakings deemed necessary or advisable to carry out the purpose and intent of the foregoing resolutions; to pledge any of the assets or property of the Organization, for the purpose of securing any of the foregoing transactions or any transaction entered into by any other entity or person, and, to endorse securities and or to issue appropriate powers of attorney, documents or assignments in furtherance thereof.

**The Morgan Account**  
**Application: Corporate/Other Organization Resolutions**

**F. General**

- 5. RECONFIRMED**, that those individuals identified in above, acting in the manner specified therein, are authorized to delegate the authority granted under the foregoing resolutions to any other person by written appointment submitted to Morgan and any such appointment shall remain in full force and effect until Morgan shall receive written notice to the contrary from the Organization;
- 6. RECONFIRMED**, that any transaction of the type authorized by the preceding resolutions which has been taken are hereby in all respects approved, confirmed and ratified; and
- 7. RECONFIRMED**, that any resolution certified to Morgan by the Secretary, or other duly appointed officer of the Organization shall remain in full force and effect until Morgan shall receive certification of a subsequent resolution amending, superseding or revoking it.
- 8. RECONFIRMED**, Any persons authorized to act by the preceding resolutions may utilize the website provided by Morgan (the "Site") via the Internet 24 hours a day, seven days a week to act in the manner indicated in this resolution provided the functionality is available via the Site. Transactions requiring more than one signature to complete will not be available via the Site. Site usage by any Authorized Person is subject to the website agreements and disclosures available on the website, or via hard copy at your request.

**G. Certification of incumbency**

The following certificate of incumbency must be completed when the authorized signers are identified by title only.  
I also certify that the following are officers of this Organization elected or appointed until their successors are elected or appointed and that you shall be entitled to rely upon their continued incumbency and empowerment to act for the Organization until you have been furnished with a duly certified notice to the contrary:

Print Name	Title	Date

I further certify that this Organization is duly organized and existing and has the power and authority to take the actions contemplated by the foregoing resolutions.

**H. Signature**

IN WITNESS OF WHICH I have set my hand as Secretary (or other duly authorized officer) of this Organization on this 18<sup>th</sup> Day of September, 2006

Signature: *Harry Bellef*      Harry Bellef, Secretary      09/18/06  
Signature      Print Name and Title      Date

The Morgan Account  
Application: Corporate/Other Organization Resolutions

I, HARRY BELLA, the Secretary (or duly authorized officer) of HYPERION AIR, INC. (the "Organization") duly organized under the laws of \_\_\_\_\_ hereby certify that the following is a true and complete copy of resolutions adopted by the Board of Directors of the Organization by unanimous written consent or at a meeting held on 18<sup>th</sup> day September 2004 at which a quorum of the Board of Directors was present and voting and that these resolutions have not been rescinded or modified and are now in full force and effect.

**A. Authorized signers**

In this space, please list, by names or titles, the persons authorized to sign or act pursuant to the resolutions indicated below (signers must be identified in each resolution as passed). Also, each signer may act singly unless that word is crossed out below and the word "jointly" is written in, which means that any two signers must act jointly.

<u>JEFFREY EPSTEIN, President</u>	<u>Singly</u>
Print Name and Title (if any) or Title Only	Manner of Signing
<u>Christine Maxwell, Treasurer</u>	<u>Singly</u>
Print Name and Title (if any) or Title Only	Manner of Signing
<u>HARRY BELLA, Secretary</u>	<u>Singly</u>
Print Name and Title (if any) or Title Only	Manner of Signing
Print Name and Title (if any) or Title Only	Manner of Signing
Print Name and Title (if any) or Title Only	Manner of Signing

\*A photo copy of a current Driver's License or Passport and social security numbers are required for each signer listed above.

Please check the line to the left of any one or more of the following resolutions which have been adopted. If the line to the left of any particular lettered subdivision is not checked, that resolution has not been adopted.

**B. Banking and custody**

1. RESOLVED, that the individuals identified above are authorized to enter into deposit and custody accounts with JPMorgan Chase Bank, N.A. or a Morgan Affiliate (individually or collectively, "Morgan") and any successors or assigns engaging Morgan as a depository of the funds and custodian of the securities of the Organization and to act on behalf of the Organization in all respects regarding the Organization's banking and custody accounts with Morgan as they in their discretion determine.

**C. Investment management**

2. RESOLVED, that the persons specified above are authorized, in the name and on behalf of the Organization to execute an investment management agreement designating Morgan as the Organization's investment manager, to deliver or modify any asset allocation guideline, mandate, or other instruction, and to act on behalf of the Organization in all respects regarding the Organization's investment management accounts with Morgan.

**D. Brokerage**

3. RESOLVED, that those persons identified above are authorized in the name and on behalf of the Organization: to execute a brokerage agreement with J.P. Morgan Securities Inc. and any successors or assigns; to purchase on margin or otherwise and borrow (on a secured or unsecured basis) from, sell (including short sales in a margin account), and lend (on a secured or unsecured basis) to, and to otherwise enter into transactions of any kind with Morgan with respect to any and all securities and financial instruments whatsoever in which Morgan may deal, broker or act as counterparty from time to time; to enter into any derivative transactions with respect to the foregoing, including over the counter equity derivatives and structured transactions (including, but not limited to options, swaps, collar, caps and floors); to pledge any funds or instruments for the purposes of securing the Organization's obligations with respect to the foregoing; to establish and operate one or more brokerage or other accounts in connection with the foregoing activities and transactions; and, to act on behalf of the Organization in all respects regarding the Organization's brokerage accounts.

**E. Credit**

4. RESOLVED, that those persons specified above are authorized in the name and on behalf of the Organization: to borrow from time to time from Morgan sums of money, for periods of time and upon terms as may in their discretion seem advisable; to execute notes or other obligations to evidence borrowing; to enter into agreements with respect to borrowings, to discount with Morgan any bills or notes receivable held by the Organization upon such terms as they may deem proper; to apply for and obtain letters of credit and to execute applications, agreements, trust receipts and all other documents in connection therewith; to execute and deliver, in their discretion, any guarantee, indemnity agreement or undertakings deemed necessary or advisable to carry out the purpose and intent of the foregoing resolutions; to pledge any of the assets or property of the Organization, for the purpose of securing any of the foregoing transactions or any transaction entered into by any other entity or person; and, to endorse securities and/or to issue appropriate powers of attorney, assignments or assignments in furtherance thereof.

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**F. General**

- X 5. RESOLVED**, that those individuals identified in above, acting in the manner specified therein, are authorized to delegate the authority granted under the foregoing resolutions to any other person by written appointment submitted to Morgan and any such appointment shall remain in full force and effect until Morgan shall receive written notice to the contrary from the Organization;
- X 6. RESOLVED**, that any transaction of the type authorized by the preceding resolutions which has been taken are hereby in all respects approved, confirmed and ratified; and
- X 7. RESOLVED**, that any resolution notified to Morgan by the Secretary, or other duly appointed officer of the Organization shall remain in full force and effect until Morgan shall receive certification of a subsequent resolution superseding or revising it
- X 8. RESOLVED**, Any persons authorized to act by the preceding resolutions may utilize the website provided by Morgan (the "Site") via the Internet 24 hours a day, seven days a week to act in the manner indicated in this resolution provided the functionality is available via the Site. Transactions requiring more than one signature to complete will not be available via the Site. Site usage by any Authorized Person is subject to the website agreements and disclosures available on the website, or via hard copy at your request.

**G. Certification of incumbency**

The following certificate of incumbency must be completed when the authorized signers are identified by title only. I also certify that the following are officers of this Organization elected or appointed and their successors are elected or appointed and that you shall be entitled to rely upon their continued incumbency and empowerment to act for the Organization until you have been furnished with a duly certified notice to the contrary:

Print Name	Title	Date

I further certify that this Organization is duly organized and existing and has the power and authority to take the actions contemplated by the foregoing resolutions.

**H. Signature**

IN WITNESS OF WHICH I have set my hand as Secretary (or other duly authorized officer) of this Organization on this 18<sup>th</sup> Day of September, 2006.

Signature: Harry Bellef Title: Secretary Date: 09/18/06