

ARTICLES OF INCORPORATION
OF
FINANCIAL TRUST COMPANY, INC.

RECEIVED
MAY 11 1982
MAY 11 1982

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 TRUST COMPANY, INC.

ARTICLE II

The principal office of the corporation in the Virgin Islands is located at 41-42 Kongens Gade, St. Thomas, VI 00802, and the name of the resident agent of the corporation at that address is Paul Hoffman.

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 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.
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.
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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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.

11. 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 Mignon Weatherly	2-21 Bonne Esperance St. Thomas, Virgin Islands
Jennie-lynn Falk	38 Ridge Road St. Thomas, Virgin Islands
Dale R. Michael	Skyline Village #3A 4C Estate Joseph & Rosendahl 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 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:

1. 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.

- 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.
- f) 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.
- 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 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),



Comments

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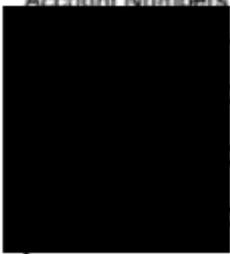
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Account Numbers

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Account Numbers



J.P. Morgan Account Entity Power of Attorney

J.P.Morgan

"I," "me," or "Accountholder" mean each individual signing this document.

By the signature below of our duly empowered officer, we authorize each of JEFFREY EPSTEIN
and _____ to act as our agent (each, the "Attorney," and collectively, the "Attorneys") with
full power and authority on our behalf.

*Please initial the line to the left of each of the following lettered Subdivisions as to which an agent will be given authority. If the line to the left of a lettered Subdivision is not initialed, no authority will be granted for matters included in that Subdivision. Alternately, the letter corresponding to each power to be granted may be written or typed on the blank line in Subdivision B, and the line to the left of Subdivision B must be initialed in order to grant each of the powers so indicated. (Checks or other marks may be substituted for initial(s)).

Operation of All Accounts

NE

A. To open and operate all of our banking, brokerage, asset, custody, investment management and other accounts at one or more offices or subsidiaries or affiliates of JPMorgan Chase & Co. (individually or collectively, "J.P. Morgan"), including J.P. Morgan Securities Inc., and to engage in transactions and activities identified in Subdivisions C through M below, unless the Account holder, in writing, imposes limitations on such activities;

Specified Powers

_____ B. To engage in each of the matters identified in Subdivisions lettered _____

Banking, Custody, Brokerage; Related Pledges

_____ C. To operate any one or more deposit, custody or brokerage accounts in our name or any other name including the name of the Attorney; to deposit money, checks, notes, and other instruments for the payment of money, stocks, bonds, mortgages and other securities and property; to write or endorse as the case may be any of these instruments with our name for the purpose of cashing or depositing them or paying them to other persons, including the Attorney; to write and sign checks and other instruments to be paid by me; to give orders for the withdrawal, transfer or other use of money on deposit in our name, and grant J.P. Morgan a security interest in such property otherwise available to me; to borrow money from J.P. Morgan secured by property held in accounts in our name; to engage in foreign exchange transactions in any form with J.P. Morgan.

To receive and sign trading confirmations, advices and statements or duplicate statements.

To execute and issue all necessary instruments for transfer of securities out of our name or out of any other name(s) and into the name of any nominee of J.P. Morgan or into any other name(s);

_____ D. To purchase and borrow (on secured or unsecured basis) from, sell (including short sales in margin account), and lend (on a secured or unsecured basis) to, and to otherwise enter into transactions of any kind with J.P. Morgan with respect to any and all securities with financial instruments whatsoever in which J.P. Morgan may deal, broker or act as counterparty from time to time, including (without limitation) stocks, bonds, debentures, notes, warrants, loans and loan participations, mutual funds, unit trusts, real estate, investment trusts, other types of pooled interest funds and commingled investment vehicles (including hedge funds), limited partnership interests, limited liability company interests, forward contracts, option or futures contracts, repurchase (or reverse repurchase) transactions, securities lending, or any other certificates or evidences of indebtedness or interest of any and every kind whatsoever, whether publicly or privately offered, secured or unsecured, and any other financial instruments; 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 our obligations with respect to the foregoing; to enter into foreign exchange or foreign currency transactions in any form; and to enter into, complete and execute agreements and to take other actions, including but not limited to signing reconciliations of accounts and other documents to carry out the purpose of this resolution; to vote in person or by proxy;

Banking, Custody and Brokerage Accounts - limited power (transfers to other J.P. Morgan Accounts only)

_____ E. To withdraw monies or funds or to sell or exchange stocks, bonds, options or other securities and property and transfer such monies, funds or proceeds of the sale or exchange only to another account at J.P. Morgan over which we have signing authority;

Custody and Brokerage Accounts - limited powers (securities against payment only)

_____ F. To buy or sell securities or any other property described in Subdivision D above in which I may deal or which I may hold against receipt of payment to us only;

J.P. Morgan Use Only
1 of 3

FINANCIAL TRUST COMPANY INC Title
Casey Mary C Banker/Investor

2811138 SPN

CAS
08/09 967

J.P. Morgan Account Entity Power of Attorney**J.P.Morgan****Investment Management Account**

G. To give any instruction with respect to any Investment Management Account; to modify the Asset Allocation Strategy for any Investment Management Account; to deposit funds, securities or other property to any Investment Management Account or to give orders for the withdrawal, sale, exchange, or other disposition (collectively, "Disposition") of any funds, securities or other property from any Investment Management Account, in accordance with any instructions as the Attorney may give; to give orders for the payment or other Disposition of any income or proceeds of any Investment Management Account, or proceeds of any sale or other Disposition of securities and other property in the Account;

Investment Management Account - limited power (transfers to other J.P. Morgan accounts only)

H. To deposit funds, securities or other property to any Investment Management Account or to give orders for the withdrawal, sale, exchange, or other disposition (collectively "Disposition") of any funds, securities or other property from any Investment Management Account, in accordance with any instructions as the Attorney may give, but proceeds of any such Disposition will be credited only to an account of mine at J.P. Morgan over which we have signing authority;

Credit; Pledge Security

I. To borrow money from J.P. Morgan, and to apply for and secure, from J.P. Morgan any forms of credit; to enter into any agreements with J.P. Morgan which result in direct or contingent liabilities to us, with or without security, to negotiate or discount any instruments, or negotiate otherwise with or through J.P. Morgan; to repay, discharge, settle, adjust, compromise or liquidate any loan, obligation or liability; to pledge, mortgage, hypothecate, assign, transfer, deposit or deliver, with or to J.P. Morgan, as security or as additional or substitute security; or for sale or other disposition, stocks, bonds and other securities, book accounts, choses in action and any other tangible or intangible property, and to make substitutions thereof, and to receive any thereof upon the release or surrender thereof; to sign, execute and deliver any and all stock powers, bond powers, proxies, assignments, trust receipts, pledge and security agreements and other contracts and instruments in writing, with or without seal; to authorize, give, make, procure, accept and receive monies, payments, property, notices, demands, vouchers, receipts, releases, compromises and adjustments; to waive notices, demands, protests and authorize and execute waivers of every kind and nature; to enter into, make, execute, deliver and receive written agreements, undertakings and instruments of every kind and nature.

Account Administration

J. To inquire about and receive information relating to any Account, including but not limited to, balance, withdrawal, payment and deposit information;

K. To give instructions for the withdrawal, internal and external transfer of money to an account in our name, individually or jointly, and for which we are a, or it is our, legal or beneficial owner.

L. To pick up or otherwise receive mail or other information held by J.P. Morgan, subject to the terms of applicable agreements with J.P. Morgan and to applicable law and regulation.

M. To initiate and authorize all cash wire transfer and funds transfer instructions from my accounts or between my accounts.

J.P. Morgan is entitled to rely on this Power of Attorney until J.P. Morgan actually receives our written revocation. A revocation will not affect or impair any liability or obligation of ours arising out of or related to the exercise by an Attorney of any power granted herein before J.P. Morgan's actual receipt of a revocation. Each Attorney is authorized to act on our behalf, in the same manner and with the same force and effect as if we had given any instructions directly, and to do anything necessary or incidental to or to effect such instructions.

In order to induce J.P. Morgan to act in accordance with this Power of Attorney, we agree to hold J.P. Morgan harmless from any loss or liability resulting from acting or purporting to act in accordance with this Power of Attorney until J.P. Morgan's actual receipt of written notice of revocation.

This Power of Attorney shall not be affected by my subsequent disability, incapacity or incompetence or that of any other person signing below.

This Power of Attorney and our obligations and promises under it shall bind our successors and assigns.

This Power of Attorney shall be deemed made under the law of the State of New York for all purposes, including (without limitation), construction, validity, and effect, and shall be governed by such law.

We give each Attorney full authority to do anything he or she considers necessary and proper to be able to act in accordance with this Power of Attorney, all as if we were personally doing it. We hereby ratify and confirm everything that our Attorney has done or shall do by virtue of this Power of Attorney. I do not authorize my Attorney to make major gifts.

I acknowledge my agent may utilize any Web site provided by J.P. Morgan (the "Site") via the Internet 24 hours a day, seven days a week to act in the manner I indicate in the Subdivisions below provided the functionality is available via the Site. Transactions requiring more than one signature to complete may not be available via the Site. Site usage by any Authorized Person is subject to the agreements and disclosures detailed on the Site.

MODIFICATIONS: By executing this Power of Attorney for my account(s) at J.P. Morgan, I am not revoking my prior Powers of Attorney. If I appoint more than one Agent, they shall act in the manner I indicate in the Signature of Attorney(s) section.

J.P. Morgan Use Only
2 of 3

FINANCIAL TRUST COMPANY INC Title
Casey Mary C Banker/Investor

2611136 SPN

CAS
08/09 967

J.P. Morgan Account Entity Power of Attorney

J.P.Morgan

Signature (s) and Acknowledgement of Attorney(s) - Required

Each attorney shall sign as follows: Two or more attorneys may each act singly unless this box is checked , in which case any two must act jointly, except my attorneys shall always act singly for brokerage trading transactions.

→ [Signature] 3/2/10 JEFFREY EPSTEIN
 Signature (Attorney-In-Fact) Name and Title

→ [Signature] 01/20/1953 [Redacted] 10/10/2012
 Phone DOB (mm/dd/yyyy) Expiration Date (mm/dd/yyyy)

→ _____
 Signature (Attorney-In-Fact) Date Print Name and Title

→ _____
 Phone DOB (mm/dd/yyyy) Passport # Expiration Date (mm/dd/yyyy)

Notarization/Witness is required for Attorney(s) (In lieu of notarization, this document may be signed before a J.P. Morgan officer, a U.S. diplomatic or consular official, a judge or other court official having a seal, or any person authorized by local law to acknowledge the transfer of real property)

Place: New York, NY
I certify that JEFFREY EPSTEIN, appeared before me on MARCH 2
20 10 known or satisfactory proven to me to be the [insert title(s)]
of _____ and signed the foregoing Power of Attorney, acknowledging it to be the act of the named entity and affirming that he/she/they had the authority to execute the foregoing Power.

→ [Signature] 3/2/10 HARRY I. BELLER
 Signature Date Notary Public, State of New York
 No. 01BE4853924
 Print Name and Title
 Commission Expires Feb. 17, 2014

My commission expires: _____
Signature(s)
 By my signature below, I execute this Power of Attorney in name and on behalf of _____ and acknowledge that I am duly authorized to do so under authority of (check all that apply):

Article/Section _____ of the (please check the appropriate words):

Charter Articles of Incorporation Articles of Association Partnership Agreement Operating Agreement Bylaws or Organization

Resolution of the Board of Directors and other governing committee adopted on _____

Other document dated (explain in detail) _____

→ [Signature] 03/02/10 Darren K. Indyke, President
 Signature (Duly Authorized Officer) Date Print Name and Title

→ _____
 Signature (Duly Authorized Officer) Date Print Name and Title

Notarization/Witness is required for Duly Authorized Officer (In lieu of notarization, this document may be signed before a J.P. Morgan officer, a U.S. diplomatic or consular official, a judge or other court official having a seal, or any person authorized by local law to acknowledge the transfer of real property)

Place: New York, NY
I certify that Darren Indyke, appeared before me on MARCH 2
20 10 known or satisfactory proven to me to be the [insert title(s)]
of _____ and signed the foregoing Power of Attorney, acknowledging it to be the act of the named entity and affirming that he/she/they had the authority to execute the foregoing Power.

→ [Signature] 3/2/10 _____
 Signature Date Print Name and Title

My commission expires: _____
 Notary Public, State of New York
 No. 01BE4853924
 Place: _____
 Qualified in Rockland County
 Commission Expires Feb. 17, 2014

I certify that _____, appeared before me on _____
 20 _____ known or satisfactory proven to me to be the [insert title(s)]
 of _____ and signed the foregoing Power of Attorney, acknowledging it to be the act of the named entity and affirming that he/she/they had the authority to execute the foregoing Power.

→ _____
 Signature Date Print Name and Title

My commission expires: _____
 J.P. Morgan Use Only FINANCIAL TRUST COMPANY INC Title 2811138 5PN CAS
 3 of 3 Cesay Mary C Banker/Investor 08/09 967



Comments

Date[mmddyyyy]

Box Number

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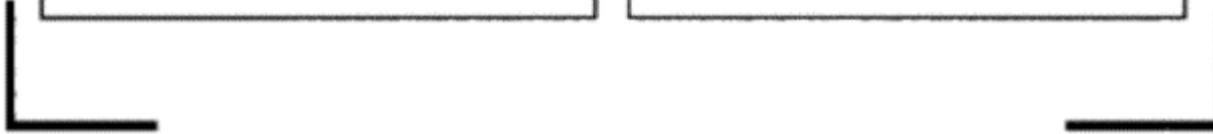
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Account Numbers

Account Numbers



ARTICLES OF INCORPORATION
OF
FINANCIAL TRUST COMPANY, 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:

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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.
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.
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.

Articles of Incorporation
Page 3

11. 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.

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Jennie-lynn Falk	38 Ridge Road St. Thomas, Virgin Islands
Dale R. Michael	Skyline Village #3A 4C Estate Joseph & Rosendahl St. Thomas, Virgin Islands

Articles of Incorporation
Page 4

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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:

1. 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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Board of Directors

- 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.
- f) 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.
- 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 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),

BY-LAWS
OF
FINANCIAL TRUST COMPANY, INC.

ARTICLE I

STOCK

SECTION 1. Capital Stock. The capital of this corporation shall be divided into 1000 non-assessable shares of no par value common stock.

SECTION 2. Certificates for Shares. The certificates for shares of the capital stock of this corporation shall be in such form, not inconsistent with the Articles of Incorporation of the corporation, as shall be prepared or be approved by the Board of Directors. The certificates shall be signed by the President or Vice President, and also by the Secretary. Certificates may be issued for fractional shares at the discretion of the Board of Directors.

SECTION 3. Transfers. Shares of the capital stock of the corporation shall be transferred by endorsement of the certificates representing said shares by the registered holder thereof or his attorney, and their surrender to the Secretary for cancellation. Whereupon the Secretary shall issue to the transferee or transferees, as specified by the endorsement upon the surrendered certificates, new certificates for a like number of shares. Transfers shall be made only upon the books of the corporation and upon said surrender and cancellation, and shall entitle the transferee to all the privileges rights and interests of a shareholder of this corporation.

SECTION 4. Closing of Transfer Books. The stock books shall be closed for the meeting of the shareholders, and for the payment of dividends during such period, not exceeding forty (40) days, as, from time to time, may be determined by the Board of Directors, and during such period no stock shall be transferred upon said books.

SECTION 5. Lost Certificates. In case of the loss of any certificate of shares of stock, upon due proof by the registered holder or his representatives, by affidavit of such loss, the Secretary shall issue a duplicate certificate in its place, upon the corporation being fully indemnified therefor.

SECTION 6. Dividends. The Board of Directors, in its discretion, from time to time, may declare dividends upon the capital stock from the earned surplus and net profits of the corporation.

SECTION 7. Corporate Seal. The Board of Directors shall provide a suitable corporate seal, which seal shall be in charge of the Secretary and shall be used by him.

By-Laws
Page 2

ARTICLE II

SHAREHOLDERS' MEETING

SECTION 1. Time, Place and Purpose. Meetings of the shareholders of the corporation shall be held annually at the principal place of business of the corporation in St. Thomas, Virgin Islands, or at such other place within or without the Virgin Islands as the notice of the meeting shall specify, at ten o'clock A.M., on the 6th day of November of each year (beginning in the year 1999), if not a legal holiday and if a legal holiday, then on the day following, for the purpose of electing directors, and for the transaction of such other business as may be brought before the meeting.

SECTION 2. Special Meetings. Special meetings of the shareholders may be called by the President and Secretary, and shall be called by either of them at the request in writing or by vote of a majority of the Board of Directors, or at the request in writing by shareholders of record owning a majority in amount of the entire capital stock of the corporation issued and outstanding.

SECTION 3. Notice. Written notice of any shareholders' meeting shall be mailed to each shareholder at his last known address, as the same appears on the stock book of the corporation, or otherwise, at least ten (10) days prior to any meeting and any notice of special meeting shall indicate briefly the object or objects thereof. Nevertheless, if a shareholder waives notice of the meeting, no notice of the same shall be required to him and whenever all the shareholders shall meet in person or by proxy, such meeting shall be valid for all purposes, without call or notice and at such meeting any corporate action shall not be invalid for want of notice.

SECTION 4. Quorum. At any meeting of the shareholders, the holders of a majority of all the voting shares of the capital stock of the corporation issued and outstanding, present in person or represented by proxy, shall constitute a quorum. Meetings at which less than quorum is represented may, however, be adjourned from time to time to a further date by those who attend, without further notice other than the announcement at such meeting, and when a quorum shall be present upon any such adjourned day, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 5. Voting. Each shareholder shall be entitled to one (1) vote for each share of voting stock standing registered in his or her name on the books of the corporation, in person or by proxy duly appointed in writing and filed with the Secretary of the meeting, on all questions and elections. No proxy shall be voted after one year from its date unless said proxy provides for a longer period.

Any resolution in writing, signed by all of the shareholders entitled to vote thereon, shall be and constitute action by such shareholders to the effect therein expressed, with the same force and effect

By-Laws
Page 3

as if the same had been duly passed by unanimous vote at a duly called meeting of shareholders and such resolution so signed shall be inserted in the Minute Book of the Corporation under its proper date.

SECTION 6. Organization. The President shall call meetings of the shareholders to order and shall act as chairman of such meetings, unless otherwise determined by the holders of a majority of all the shares of the capital stock issued outstanding, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of the corporation, but in the absence of the Secretary at any meeting of the shareholders or his inability to act as Secretary the presiding officer may appoint any person to act as Secretary of the meeting.

SECTION 7. Inspectors. Whenever any shareholder present at a meeting of shareholders shall request the appointment of inspectors, a majority of the shareholders present at such meeting and entitled to vote thereat, shall appoint inspectors who need not be shareholders. If the right of any person to vote at such meeting shall be challenged, the inspectors of election shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate or any vote shall be prima facie evidence thereof.

SECTION 8. Giving Notice. Any notice required by statute or by these By-Laws to be given to the shareholders, or to directors, or to any officer of the corporation, shall be deemed to be sufficient to be given by depositing the same in a post office box, in a sealed, postpaid wrapper addressed to such shareholder, director, or officer at his last known address, and such notice shall be deemed to have been given at the time of such mailing.

SECTION 9. New Shareholders. Every person becoming a shareholder in this corporation shall be deemed to assent to these By-Laws, and shall designate to the Secretary the address to which he desires that the notice herein required to be given may be sent, and all notices mailed to such addresses, with postage prepaid, shall be considered as duly given at the date of mailing, and any person failing to so designate his address shall be deemed to have waived notice of such meeting.

ARTICLE III

DIRECTORS

SECTION 1. Number, Classification and Term of Office. The business and the property of the corporation shall be managed and controlled by the Board of Directors.

By-Laws

Page 4

The number of Directors shall be three (3), but the number may be changed from time to time by the alteration of these By-Laws. The first Board of Directors of this corporation shall hold office until the first annual meeting to be held immediately after the first annual meeting of shareholders. Directors shall hold office for the term of one (1) year, and/or until their successors are elected and qualified.

SECTION 2. Place of Meeting. The directors may hold their meetings in such place or places within or without the Virgin Islands as a majority of the Board of Directors may, from time to time, determine.

SECTION 3. Meetings. Meetings of the Board of Directors may be called at any time by the President or Secretary, or by a majority of the Board of Directors. Directors shall be notified in writing of the time, place and purpose of all meetings of the Board, except the regular annual meeting held immediately after the annual meeting of shareholders, at least three (3) days prior thereto. Any director shall, however, be deemed to have waived such notice by his attendance at any meeting.

SECTION 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and if at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

SECTION 5. Manner of Acting. At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold.

Except as otherwise provided by statute, by the Certificate of Incorporation, or by these By-Laws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

SECTION 6. Removal and Vacancies. Any directors may be removed by a majority vote of the Board of Directors, and vacancies in the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall be a director until his successor is elected by the shareholders, who may make such election at the next annual meeting of the stockholders or at any special meeting duly called for that purpose.

SECTION 7. Compensation. No director shall receive any salary or compensation for his services as director, unless otherwise especially ordered by the Board of Directors or By-Laws.

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Page 5

ARTICLE IV

OFFICERS

SECTION 1. Election. The Board of Directors shall select a President, a Secretary and a Treasurer and may select one (1) or more Vice-Presidents, Assistant Secretaries or Assistant Treasurers, who shall be elected by the Board of Directors at their regular annual meeting held immediately after the adjournment of the regular annual stockholders' meeting. The term of office shall be for one (1) year and until their successors are chosen. No one of such officers, except the President, need be a director, but a Vice-President who is not a director, cannot succeed to or fill the office of President. Any two (2) of the above-named offices, except those of President and Secretary, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one (1) capacity. The Board of Directors may fix the salaries of the officers of the corporation.

SECTION 2. The Board of Directors may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the corporation. All officers and agents shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be designated by the Board of Directors. Any officer or agent may be removed, or any vacancies filled by the Board of Directors whenever, in their judgment, the business interests of the corporation will be served thereby.

SECTION 3. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

ARTICLE V

DUTIES OF OFFICERS

SECTION 1. President. The President shall be the chief executive officer of the corporation, and in the recess of the Board of Directors shall have the general control and management of its business and affairs subject, however, to the right of the Board of Directors to delegate any specific power except such as may be by statute exclusively conferred upon the President, to any other officer or officers of the corporation. He shall preside at all meetings of the directors and all meetings of the shareholders, unless otherwise determined by a majority of all the shares of the capital stock issued and outstanding, present in person or by proxy.

SECTION 2. Vice-President. In case the office of President shall become vacant by death, resignation or otherwise, or in case of the absence of the President or his inability to discharge the

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Page 6

duties of his office, such duties shall, for the time being, devolve upon the Vice-President, who shall do and perform such other acts as the Board of Directors may, from time to time, authorize him to do, but a Vice-President who is not a director cannot succeed to or fill the office of President.

SECTION 3. Treasurer. The Treasurer shall have custody and keep account of all money, funds and property of the corporation, unless otherwise determined by the Board of Directors, and he shall render such accounts and present such statement to the Board of Directors and President as may be required of him. He shall deposit all funds of the corporation which may come into his hands in such bank or banks as the Board of Directors may designate. He shall keep his bank accounts in the name of the corporation and shall exhibit his books and accounts, at all reasonable times, to any director of the corporation upon application at the office of the corporation during business hours. He shall pay out money as the business may require upon the order of the properly constituted officer or officers of the corporation, taking proper vouchers therefor; provided, however, that the Board of Directors shall have power by resolution to delegate any of the duties of the Treasurer to other officers, and to provide by what officers, if any, all bills, notes, checks, vouchers, order or other instruments shall be countersigned. He shall perform, in addition, such other duties as may be delegated to him by the Board of Directors.

SECTION 4. Secretary. The Secretary of the corporation shall keep the minutes of all the meetings of the shareholders and Board of Directors in books provided for that purpose; he shall attend to the giving and receiving of all notices of the corporation; he shall sign, with the President or Vice-President, in the name of the corporation, all contracts authorized by the Board of Directors and when necessary shall affix the corporate seal of the corporation thereto; he shall have charge of the certificate books, transfer books and stock ledgers and such other books and papers as the Board of Directors may direct; all of which shall at all reasonable times be open to the examination of any director upon application at the office of the Secretary, and in addition such other duties as may be delegated to him by the Board of Directors.

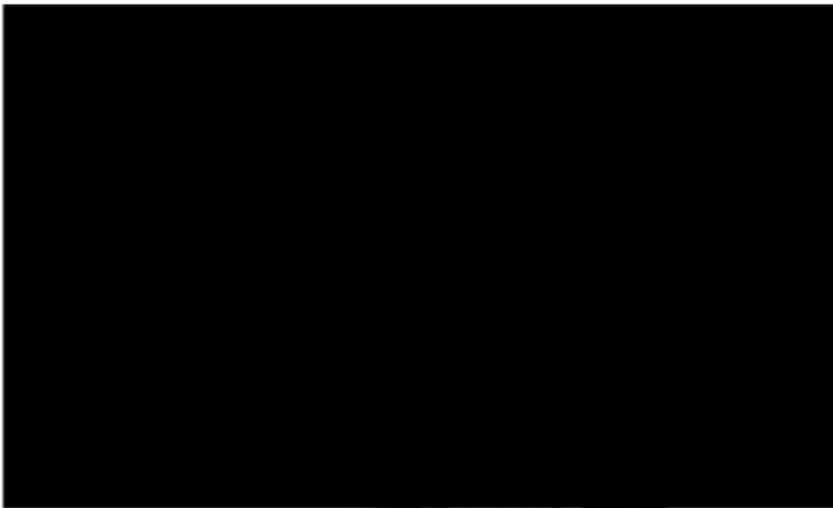
ARTICLE VI

AMENDMENT

The shareholders or the Board of Directors may alter, amend, add to or repeal these By-Laws, including the fixing and altering of the number of members of the Board of Directors; provided that the Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications or term of office.

RECEIVED

JUN 27 2008



Harry I. Beller

925



Comments

HARRY I BELLER

Date[mmdyyyy]

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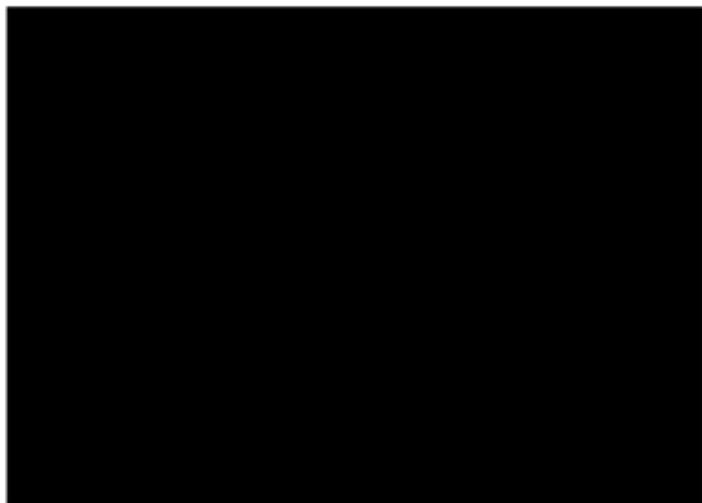
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Darren K: Indyke

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Comments

DARREN K INDYKE

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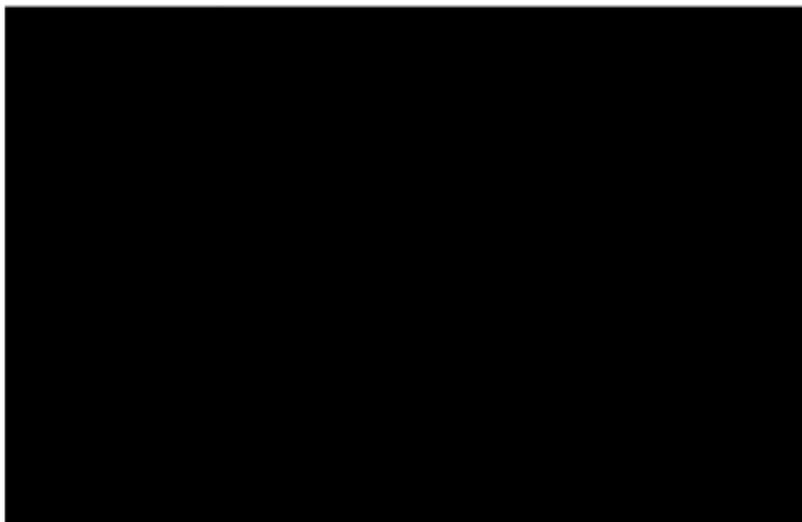
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DARREN INDYKE

Date(mmddyyyy)

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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

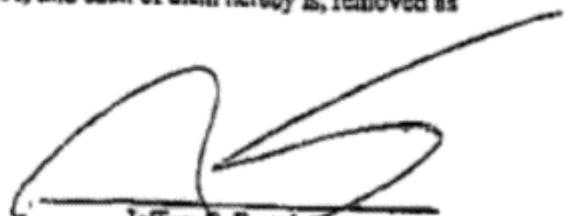
RESOLVED, that, effective as of September 21, 2007, the following persons be, and each of them hereby is, elected as director of the Corporation, each to serve until his or her successor is duly elected by the sole shareholder of the Corporation and shall have qualified, or until his or her earlier death,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

150

FINANCIAL TRUST COMPANY, INC.

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

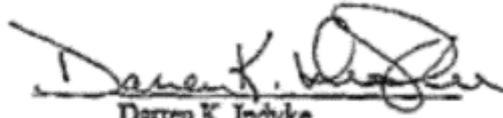
RESOLVED, that the following persons be, and each of them hereby is, selected to hold the office of the Corporation set forth opposite such person's name below, each to serve as such until his or her successor shall have been duly selected by the Board of Directors of the Corporation and shall have qualified, or until such person's earlier death, resignation or removal, which ever shall be first to occur:

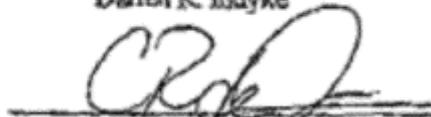
President:	Darren K. Indyke
Vice President:	Cecile De Jongh
Vice President:	Jeanne Brennan
Treasurer:	Jeanne Brennan
Secretary:	Cecile De Jongh

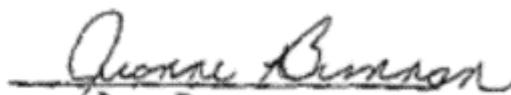
And be it

FURTHER RESOLVED, that all persons currently serving as officers of the Corporation, who were heretofore selected as officers of the Corporation other than pursuant to the immediately preceding resolution, be, and each of them hereby is, removed as an officer of the Corporation.

Dated: September 21, 2007


 Darren K. Indyke


 Cecile De Jongh


 Jeanne Brennan

150

J.P. Morgan Entity Resolution Form

J.P.Morgan

I, CECILE DE JONGH, the Secretary (or duly authorized officer) of FINANCIAL TR COMPANY (the "Entity") duly organized under the laws of VIRGIN ISLANDS (US) hereby certify that the following is a true and complete copy of resolutions adopted by the governing body of the Entity by unanimous written consent or at a meeting held on the March day of 2010, at which a quorum of the governing body 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 the box labeled "jointly" is checked, which means that any two signers must act jointly, except authorized persons shall always act singly for brokerage trading transactions.

Print Name/Title	Manner of Signing	<input checked="" type="checkbox"/> Singly <input type="checkbox"/> Jointly	Date of Birth
DARREN K INDYKE	<input checked="" type="checkbox"/> Singly <input type="checkbox"/> Jointly	<input type="checkbox"/> Singly <input checked="" type="checkbox"/> Jointly	02-19-1965 *
CECILE DE JONGH	<input type="checkbox"/> Singly <input checked="" type="checkbox"/> Jointly	<input type="checkbox"/> Singly <input checked="" type="checkbox"/> Jointly	*
JEANNE BRENNAN	<input type="checkbox"/> Singly <input checked="" type="checkbox"/> Jointly	<input type="checkbox"/> Singly <input checked="" type="checkbox"/> Jointly	*
	<input type="checkbox"/> Singly <input type="checkbox"/> Jointly	<input type="checkbox"/> Singly <input type="checkbox"/> Jointly	*

* A photocopy of a current passport or another government issued ID and 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, "J.P. Morgan") and any successors or assigns designating J.P. Morgan as depository of the funds and custodian of the securities of the Entity and to act on behalf of the Entity in all respects regarding the Entity's banking and custody accounts with J.P. 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 Entity to execute an investment management agreement designating J.P. Morgan as the Entity's investment manager, to deliver or modify any asset allocation guideline, mandate, or other instruction, and to act on behalf of the Entity in all respects regarding the Entity's investment management accounts with J.P. Morgan.

D. Brokerage

3. RESOLVED, that those persons identified above are authorized in the name and on behalf of the Entity 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 J.P. Morgan with respect to any and all securities and financial instruments whatsoever in which J.P. 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); pledge any funds or instruments for the purposes of securing the Entity's obligations with respect to the foregoing to establish and operate one or more brokerage or other accounts in connection with foregoing activities and transactions; and, to act on behalf of the Entity in all respects regarding the Entity's brokerage accounts.

E. Credit

4. RESOLVED, that the persons specified above are authorized in the name and on behalf of the Entity; to borrow from time to time from J.P. 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 J.P. Morgan any bills or notes receivable held by the Entity 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 Entity, for the purpose of securing any of the foregoing transactions or any transaction entered into by any other entity or personal and, to endorse securities and/or to issue appropriate powers of attorney, documents or assignments in furtherance thereof.

J.P. Morgan Use Only 1 of 2 FINANCIAL TRUST COMPANY INC Title Banker/Investor 2811138 SPN 9707980608 CAS 11/08 049

J.P. Morgan Entity Resolution Form



F. General

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 J.P. Morgan and any such appointment shall remain in full force and effect until J.P. Morgan shall receive written notice to the contrary from the Entity

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

RESOLVED, that any resolution certified to J.P. Morgan by the Secretary, or other duly appointed officer of the Entity shall remain in full force and effect until J.P. Morgan shall receive certification of a subsequent resolution amending, superseding or revoking it.

RESOLVED, any persons authorized to act by the preceding resolutions may utilize the Web site provided by J.P. 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 Web site agreements and disclosures available on the Web site, or via hard copy at your request.

G. Certification of Incumbency (Partnership should not complete)

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 Entity 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 Entity until you have been furnished with a duly certified notice to the contrary:

→	Signature	Date	Print Name and Title
→	Signature	Date	Print Name and Title
→	Signature	Date	Print Name and Title

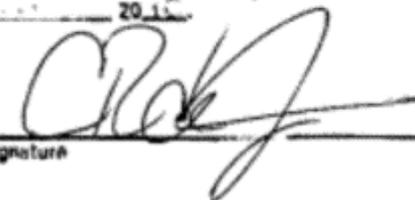
H. Signature (Partnership)

Signatures of all general partners (type or print names next to signatures)

→	Signature	Date	Print Name and Title
→	Signature	Date	Print Name and Title
→	Signature	Date	Print Name and Title

I. Signature (Entities other than Partnerships)

IN WITNESS OF WHICH I have set my hand as Secretary (or other duly authorized officer) of this Entity on the _____ day of _____, 2010.

* →  03/02/10 **CECILIE DE JONGH, SECRETARY**

Signature Date Print Name and Title



Comments

Date[mmddyyyy]

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Account Numbers

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Account Numbers



J.P. Morgan Entity Account Application

J.P.Morgan

A. Entity Information

Type of Business INVESTMENTS

Date of Incorporation/Organization 11/06/1998

Country of Incorporation/Organization VIRGIN ISLANDS (U.S.)

Primary Authorized Contact Person DARREN INDYKE

Phone 340-775-2525

Mailing Address 6100 RED HOOK, QUARTERS B-3

City ST THOMAS

Country VIRGIN ISLANDS Zip 00802

The following fields are required for Brokerage and IM Accounts:

Gross Annual Revenue (\$) 20mm + * Total Assets (\$) 100mm + * Liquid Net Worth (Investable assets) (\$) 100mm + * Total Net Worth (\$) 100mm +

B. Account Information

Title of account/Name of business: FINANCIAL TRUST COMPANY INC, C/O AMERICAN YACHT HARBOR

Corporation Partnership PIC/PHC Sole Proprietorship Check if applicable
 Foundation Limited Liability Company Limited Liability Partnership Not for profit

I have applied to open the following accounts:

Checking Account Money Market Deposit Account/Savings Investment Management/Third Party Manager (discretionary)

Asset/Brokerage Asset/Custody

I hereby apply for a Line of Credit linked to my Asset Account Yes No (If Yes, a U-1 form will be required)

Each account I open is subject to the security interest provisions in the Agreement (defined below) and is pledged as Collateral for all my Obligations.

C. Ownership Information

Is this a privately held operating company in which any one person or entity has 25% or more of the ownership interest?

Yes (complete owner information below) No

Controlling Owner (Primary) Jeffrey Epstein % of Ownership 100% Controlling Owner % of Ownership 0

Date of Birth: 01-20-1953 Date of Birth:

Passport Number: [REDACTED] Passport Number:

Controlling Owner % of Ownership 0 Controlling Owner % of Ownership 0

Date of Birth: Date of Birth:

Passport Number: Passport Number:

D. Authorized Persons for Information Access

The following individuals are authorized to inquire about and receive all information about my accounts and transactions, including access to account information made available on J.P. Morgan websites:

Name RICH KAHN, HARRY BELLER

Name

E. Brokerage Information (required for Brokerage accounts only)

By checking the box below I consent to the electronic delivery of all information including, but not limited to, communications, prospectuses, and marketing and sales documents relating to my securities activity for all investment products including both registered and unregistered offerings.

I may be notified by e-mail regarding the above * E-Mail Address [REDACTED]

My objective for this account (check one): Capital Preservation Income Generation Capital Appreciation

Speculative or aggressive investments that may generate higher returns but may be riskier than other investments because I may lose all or part of my investment (check one): Are permitted in this account Are not permitted in this account

Primary source of income: Investments Operating income Other

Please indicate the number of years of personal trading experience for the authorized party(s) on this account:

Stocks 20 Bonds 20 Commodities 20 Foreign Exchange 20 Emerging Markets 20 Options 20

I currently have brokerage accounts with the following firms:

J.P. Morgan Use Only
1 of 2

FINANCIAL TRUST COMPANY INC Title
Casey Mary C Banker/Investor

281138 SPN

970798080CAS
01/10 1060

J.P. Morgan Entity Account Application

J.P.Morgan

E. Continued - Brokerage Information (required for Brokerage accounts only)

Authorized Persons for Brokerage trading

The following individuals shall be authorized to trade in the account (a Power of Attorney or Resolution will be required to grant trading authorization to these individuals).

<u>Name</u>	<u>Name</u>
-------------	-------------

Affiliations

1. I, my spouse or another family member is, or has been, a director, corporate officer, control person, affiliate or an owner of 10% of a public corporation's stock: Yes No

If yes, name of person _____ Name of corporation _____

If yes, is the corporation traded publicly on a U.S. stock exchange? Yes No

2. I, my spouse or another family member or an individual controlling the account is employed by or associated with a U.S. Broker-Dealer: Yes No

If yes, Broker-Dealer must provide written permission on corporate letterhead to open a Brokerage or Margin Account.

Margin Account Requested?

Yes No

Options Trading (required for exchange traded options, over-the-counter traded options or structured products)

Yes (a Derivatives Approval form will be required) No

F. Agreement

I have read, understand and agree to this application and either the General Terms for Accounts and Services and the Account Agreement or, for certain checking or savings deposit accounts, the Account Rules and Regulations (in each case, our "Agreement"). The Agreement, with amendments from time to time, generally will apply to any future account, product or service that we agree upon orally, electronically or otherwise, although certain accounts, products or services may require additional documentation. This Agreement (including this application) is a security agreement under Article 9 of the Uniform Commercial Code, as amended from time to time. I have read and consent to the terms of J.P. Morgan's Private Bank and Private Wealth Management Privacy Policy, including the manner in which my information is received and used, and that upon opening an account with J.P. Morgan's Private Bank or Private Wealth Management (together described as the "Private Client Businesses" in the Policy) my information will be used by one or more members of the Private Client Businesses' family of companies (as listed in the Policy) in order to make available to me the products and services available through the Private Client Businesses.

G. Pre-dispute Arbitration

By signing below, I acknowledge my agreement to arbitrate any controversies arising out of the Margin or Brokerage Agreements with J.P. Morgan Securities Inc., in accordance with paragraph 6 on page 28 of the General Terms that I have received.

H. Signature

All authorized signers are required to sign below unless the entity's governing documents permit otherwise:

➔	<u>Darren K. Indyke</u>		DARREN K. INDYKE
	Signature	Date	Print Name
➔			CECILE DE JONGH
	Signature	Date	Print Name
➔			JEANNE BRENNAN
	Signature	Date	Print Name
➔			
	Signature	Date	Print Name



Comments

Date(mmddyyyy)

03082010

Box Number

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Form Type = "CITADEL"

Doc Code

Doc Code

Doc Code

Doc Code

Account Numbers

1060

FINANCIAL TRUST COMPANY, INC.

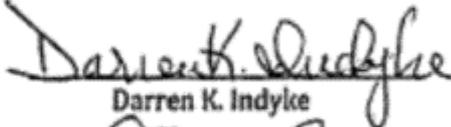
Unanimous Consent of Directors In Lieu of Meeting

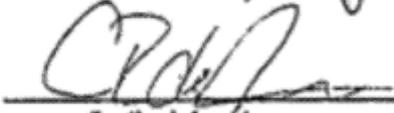
The undersigned, being all of the directors of Financial Trust Company, Inc, a Virgin Islands corporation (the "Corporation"), do hereby consent, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all action required or permitted thereby:

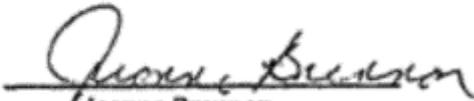
RESOLVED, that Darren K. Indyke, the President of the Corporation, acting singly, be, and he hereby is, authorized and directed, for and on behalf of the Corporation, to open and fully operate banking, custody, and brokerage accounts at J.P. Morgan, and may delegate full operational authority over banking, custody, and brokerage accounts to other employees, officers, or agents of the Corporation, such authority to remain in full force and effect until any one of the President, a Vice President, the Treasurer or the Secretary of the Corporation, acting singly, sends J.P. Morgan written notice to the contrary.

Dated: March 8, 2010




Darren K. Indyke


Cecile deJongh


Jeanne Brennan

010

GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES

CHARLOTTE AMALIE, ST. THOMAS

C-111-99

To All To Whom These Presents Shall Come:

I, the undersigned, LIEUTENANT GOVERNOR, do hereby certify that

FINANCIAL TRUST COMPANY, INC.

of the Virgin Islands filed in my office on November 6, 1998 as provided for by law, Articles of Incorporation, duly acknowledged;

WHEREFORE the persons named in the said Articles, and who have signed the same, and their successors, are hereby declared to be from the date aforesaid, a 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 30th day of November, A.D., 1998



Kenneth E. Mapp
KENNETH E. MAPP
Lieutenant Governor for the Virgin Islands

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