



Corporate Account Authorization and Terms and Conditions Officer's Certificate

Account Number:

I, Darren K. Indyke, the duly elected and acting Secretary
of Southern Trust Company, Inc (the "Corporation") hereby certify that:

(1) The following resolutions were adopted by unanimous consent of the Board of Directors of the Corporation on the 24th day
of July, 2013:

RESOLVED, that any persons designated by the President of the Corporation are authorized on behalf of the Corporation to:

- (A) Open and maintain one or more brokerage account(s) for and in the name of the Corporation at Deutsche Bank Securities Inc. (referred to herein as "DBSI") (including any successor thereof);
- (B) Deposit, deliver, assign, withdraw and transfer funds, instruments and securities of any type;
- (C) Sell any securities owned by the Corporation;
- (D) Buy any securities in a cash account; and
- (E) Buy, sell and sell securities (including put and call options) short in a margin account; and (DELETE (E) IF INAPPLICABLE)
- (F) Execute all documents, and exercise and direct the exercise of all duties, rights, and powers, and take all actions necessary or appropriate to perform the powers enumerated above.

FURTHER RESOLVED, that the President of the Corporation shall certify in writing any changes in the powers, office or identity of those persons authorized to perform the powers enumerated above. DBSI may rely upon any such certificate of authority furnished by the Corporation until written certification of any change in authority shall have been received by DBSI. Any past action in accordance with this resolution is hereby ratified and confirmed. The powers enumerated above pertain to securities of any type now or hereafter held by the Corporation in its own right or in any fiduciary capacity. Powers previously certified by the Corporation shall not be affected by the dispatch or receipt of any other form of notice nor any change in the position with the Corporation held by any person so empowered. Any officer of the Corporation is hereby authorized to certify these resolutions to whom it may concern.

(2) Each of the following are authorized to perform the powers enumerated in the foregoing resolutions and by signing his or her name in this section 2 agrees on behalf of the Corporation to the Terms and Conditions attached hereto:
(List name and corporate position)

Jeffrey Epstein President
Name Position

Signature

Name Position

Signature

Name Position

Signature

Name Position

Signature

Deutsche Bank Securities Inc., a subsidiary of Deutsche Bank AG, conducts investment banking and securities activities in the United States.



CORP
09-PWM-0186 Corp Acct Auth & T&C (02/12) CORP
008420-022212

- (3) The Corporation is duly organized and existing under the laws of the State of The U.S. Virgin Islands and has the powers to take the actions authorized by the resolutions certified herein.
- (4) No action has been taken to rescind or amend said resolutions, and they are now in full force and effect.
- (5) No one other than the Corporation shall have any interest in any account opened and maintained in the name of the Corporation.
- (6) THE TERMS AND CONDITIONS ON THE NEXT TWO PAGES CONTAIN A PRE-DISPUTE ARBITRATION CLAUSE AT PARAGRAPH 11.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of the Corporation this 24 day of July, 2013.



Darren K. Indyke
 Signature of Certifying Officer
Darren K. Indyke
 Name of Certifying Officer
Secretary
 Corporate Title of Certifying Officer

Please note: A second certifying officer must sign if the first certifying officer is one of the persons listed in section 2.

 Signature of Second Certifying Officer

 Name of Second Certifying Officer

 Corporate Title of Second Certifying Officer

IF THE CLIENT IS INCORPORATED OUTSIDE THE UNITED STATES, THE CLIENT MUST COMPLETE AND RETURN A FORM W-8 ALONG WITH THIS OFFICER'S CERTIFICATE.

09-PWM-0186 Corp Acct Auth & T&C (02/12) CORP
 006420-022212



ARTICLES OF INCORPORATION
OF
FINANCIAL INFOMATICS, INC.

We, the undersigned, for the purposes of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the Virgin Islands of the United States (hereinafter called the "Virgin Islands"), and particularly the General Corporation Law of the Virgin Islands (Chapter 1, Title 13, Virgin Islands Code), as the same may be amended from time to time, do make and file these Articles of Incorporation in writing and do certify:

ARTICLE I

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

ARTICLE II

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

ARTICLE III

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

- (1) To engage in any lawful business in the United States Virgin Islands.
- (2) To enter into and carry out any contracts for or in relation to the foregoing business with any person, firm, association, corporation, or government or governmental agency.
- (3) To conduct its business in the United States Virgin Islands and to have offices within the United States Virgin Islands.
- (4) To borrow or raise money to any amount permitted by law by the sale or issuance of obligations of any kind, to guarantee loans, other types of indebtedness and financing obligations, and to secure the foregoing by mortgages or other liens upon any and all of the property of every kind of the Corporation.
- (5) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the exercise of any of the powers herein set forth, either alone or in connection with other firms, individuals, associations or corporations in the Virgin Islands and elsewhere in the United States and foreign countries, and to do any other acts or things incidental or appurtenant to or growing out of or connected with the said business, purposes, objects and powers of any part thereof not inconsistent with the laws of the Virgin Islands, and to exercise any and all powers now or hereafter conferred by law on business corporations whether expressly enumerated herein or not.

The purposes, objects and powers specified in this Article shall not be limited or restricted by reference to the terms of any other subdivision or of any other article of these Articles of Incorporation.

ARTICLE IV

The total number of shares of all classes of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock at \$.01 par value; no preferred stock authorized.

The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000).

ARTICLE V

The names and places of residence of each of the persons forming the Corporation are as follows:

NAME

RESIDENCE

Erika A. Kellerhals
Gregory J. Ferguson
Brett Geary



ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

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 fewer than three (3). 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) To make, adopt and amend the by-laws of the Corporation, subject to the powers of the stockholders to alter, repeal or modify the by-laws adopted by the Board of Directors.
 - (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 set apart a reserve or reserves, and to abolish such reserve or reserves, or to make such other provisions, if any, as the Board of Directors may deem necessary or advisable for working capital, for additions, improvements and betterments to plant and equipment, for expansion of the business of the Corporation (including the acquisition of real and personal property for this purpose) and for any other purpose of the Corporation.
- (e) To establish bonus, profit-sharing, pension, thrift and other types of incentive, compensation or retirement plans for the officers and employees (including officers and employees who are also directors) of the Corporation, and to fix the amount of profits to be distributed or shared or contributed and the amounts of the Corporation's funds or otherwise to be devoted thereto, and to determine the persons to participate in any such plans and the amounts of their respective participations.
- (f) To issue or grant options for the purchase of shares of stock of the Corporation to officers and employees (including officers and employees who are also directors) of the Corporation and on such terms and conditions as the Board of Directors may from time to time determine.
- (g) To enter into contracts for the management of the business of the Corporation for terms not exceeding five (5) years.
- (h) 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.
- (i) To issue such classes of stock and series within any class of stock with such value and voting powers and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as is stated in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors and duly filed with the office of the Lt. Governor of the Virgin Islands in accordance with Sections 91 and 97, Chapter 13, Virgin Islands Code, as the same may be amended from time to time.

ARTICLE VIII

No stockholder shall sell, convey, assign or otherwise transfer any of his or her shares of stock without first offering the same to the Corporation at the lowest price at which the stockholder is willing to dispose of the same; and the Corporation shall have thirty (30) days within which to accept same; the Corporation shall notify the stockholder of its election in writing. If accepted by the Corporation, the stockholder shall promptly assign the shares of stock to the Corporation, and the Corporation shall promptly pay therefor. If the Corporation rejects the offer, then the stockholder shall offer the stock to the remaining stockholders under the same terms as offered to the Corporation; and the remaining stockholders shall have thirty (30) days within which to collectively or individually accept the same in writing. If the remaining stockholders reject the offer, then the stockholder shall have the right to sell the stock at the same or a greater price than that at which it was offered to the Corporation. If the stockholder shall desire to sell the stock at a lesser price than that originally quoted to the Corporation, the stockholder must then repeat the process of offering the stock for sale to the Corporation and the stockholders in turn. Shares of stock in this Corporation shall not be transferred or sold until the sale or transfer has been reported to the Board of Directors and approved by them.

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

ARTICLE IX

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

ARTICLE X

Subject to the provisions of Section 71, Title 13, Virgin Islands Code, the Corporation may enter into contracts or otherwise transact business with one or more of its directors or officers, or with any firm or association of which one or more of its directors or officers are members or employees, or with any other corporation or association of which one or more of its directors or officers are stockholders, directors, officers, or employees, and no such contract or transaction shall be invalidated or in any way affected by the fact that such director or directors or officer or officers have or may have interests therein that are or might be adverse to the interests of the Corporation even though the vote of the director or directors having such adverse interest is necessary to obligate the Corporation on such contract or transaction, provided that in any such case the fact of such interest shall be disclosed or known to the directors or stockholders acting on or in reference to such contract or transaction. No director or directors or officer or officers having such disclosed or known adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors or officer or officers be accountable for any gains or profits realized thereon. The provisions of this Article shall not be construed to invalidate or in any way affect any contract or transaction that would otherwise be valid under law.

ARTICLE XI

- (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if:
- (1) he or she acted
 - (A) in good faith and
 - (B) in a manner reasonably believed to be in or not opposed to the best interests of the Corporation; and
 - (2) with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- (b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the officer, employee, or agent of the Corporation, or is or was serving at the request of the venture, trust, or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted:
- (1) in good faith; and
 - (2) in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

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

- (c) To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subparagraphs (a) and (b), or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
- (d) Any indemnification under subparagraphs (a) and (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that he or she had met the applicable standard of conduct set forth in subparagraphs (a) and (b). Such determination shall be made:
- (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or
 - (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
 - (3) by the stockholders.
- (e) Expenses incurred in defeating a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this article.
- (f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a

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

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

ARTICLE XII

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

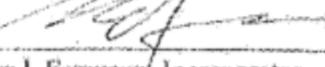
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CONFIDENTIAL

[signature page follows]

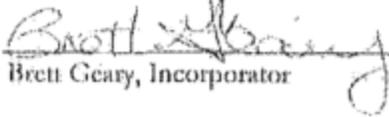
IN WITNESS WHEREOF, we have hereunto subscribed our names this 17th day of November, 2011.



Erika A. Kellerhals, Incorporator



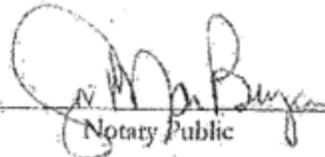
Gregory J. Ferguson, Incorporator



Brett Geary, Incorporator

TERRITORY OF THE UNITED STATES VIRGIN ISLANDS)
DISTRICT OF ST. THOMAS AND ST. JOHN)

The foregoing instrument was acknowledged before me this 17th day of November, 2011, by Erika A. Kellerhals, Gregory J. Ferguson, and Brett Geary.



Notary Public

GINA MARIE BRYAN
NOTARY PUBLIC NP 069-09
COMMISSION EXPIRES 09/28/2013
ST. THOMAS/ST. JOHN, USVI

2011 NOV 18 PM 2:46
GPR-001112



THE UNITED STATES VIRGIN ISLANDS
OFFICE OF THE LIEUTENANT GOVERNOR
DIVISION OF CORPORATIONS AND TRADEMARKS

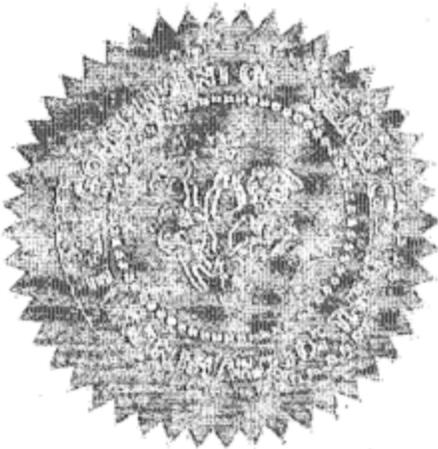
5049 Kongens Gade
Charlotte Amalie, Virgin Islands 00802
Phone - 340.776.8515
Fax - 340.776.4612

1105 King Street
Christiansted, Virgin Islands 00820
Phone - 340.773.6449
Fax - 340.773.0330

June 25, 2013

CERTIFICATION OF GOOD STANDING

This is to certify that the corporation known as **SOUTHERN TRUST COMPANY, INC. FORMERLY: FINANCIAL INFOMATICS, INC.** filed Articles of Incorporation office of the Lieutenant Governor on **NOVEMBER 18, 2011** that a Certificate of Incorporation was issued by the Lieutenant Governor on **DECEMBER 8, 2011** authorizing the said corporation to conduct business in the Virgin Islands and the corporation is considered to be in good standing.



Denise Johannes
Director, Division of Corporation
and Trademarks

DJ/eg

Corp No. 581871

**GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES
— 0 —
CHARLOTTE AMALIE, ST. THOMAS, VI 00802**

To All To Whom These Presents Shall Come:

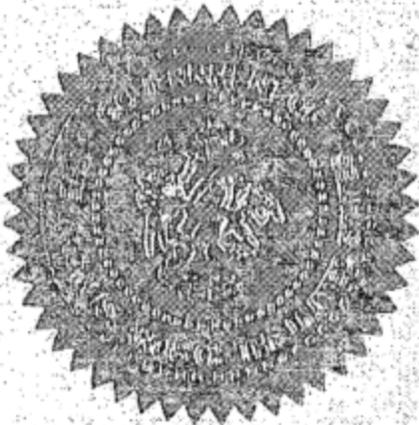
I, the undersigned, LIEUTENANT GOVERNOR, DO hereby certify that

FINANCIAL INFORMATICS, INC.

Business Corporation

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

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



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


GREGORY R. FRANCIS
Lieutenant Governor of the Virgin Islands



name changed
on 9/24/12
noted on
tax return
E1113

FINANCIAL INFOMATICS INC
9100 HAVENSIGHT 15 16
ST THOMAS, VI 00802

Date of this notice: 02-14-2012

Employer Identification Number:
[REDACTED]

Form: SS-4

Number of this notice: CP 575 A

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 66-0779861. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

| | |
|------------|------------|
| Form 941SS | 01/31/2013 |
| Form 1120 | 03/15/2012 |

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

N46023817

GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES
-0-
CHARLOTTE AMALIE, ST. THOMAS, VI 00802

To Whom These Presents Shall Come:

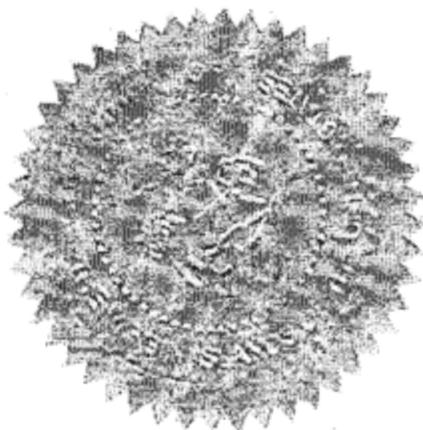
I, the undersigned, LIEUTENANT GOVERNOR, do hereby certify that

FINANCIAL INFOMATICS, INC.

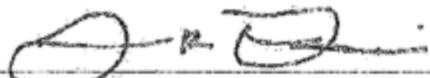
a Virgin Islands corporation, filed in the Office of the Lieutenant Governor on September 21, 2012 as provided for by law, Certificate of Amendment Articles of Incorporation, duly acknowledged; changing its name to

SOUTHERN TRUST COMPANY, INC.

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



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


GREGORY R. FRANCIS
Lieutenant Governor of the Virgin Islands



THE UNITED STATES VIRGIN ISLANDS
OFFICE OF THE LIEUTENANT GOVERNOR
DIVISION OF CORPORATIONS AND TRADEMARKS

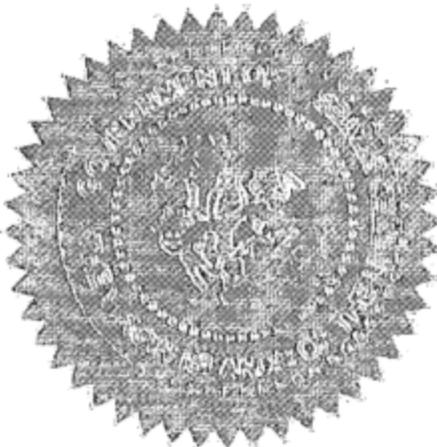
5049 Kongens Gade
Charlotte Amalie, Virgin Islands 00802
Phone - 340.776.8515
Fax - 340.776.4612

1105 King Street
Christiansted, Virgin Islands 00820
Phone - 340.773.6449
Fax - 340.773.0330

June 25, 2013

CERTIFICATION OF GOOD STANDING

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Denise Johannes
Director, Division of Corporation
and Trademarks

DJ/gg

**CONSENT OF
THE BOARD OF DIRECTORS
OF
SOUTHERN TRUST COMPANY, INC.**

The undersigned, being all of the Directors of Southern Trust Company, Inc., a U.S. Virgin Islands Corporation ("the Corporation"), hereby certify that the following resolutions were unanimously adopted and entered into by the Board of Directors on the 19th day of March 2013.

WITNESSETH:

WHEREAS, the Corporation is a corporation organized and existing under the laws of the U.S. Virgin Islands;

WHEREAS, the Board of Directors as of the date of this Consent are as follows:

**Jeffrey Epstein
Darren K. Indyke
Richard Kahn**

WHEREAS, the undersigned, being all of the directors of the Corporation, consent to the taking of the following actions in lieu of a meeting of the Board of Directors in accordance with the General Corporation Law of the United States Virgin Islands (the "GCL") and waive any notice to be given in connection with the meeting pursuant to the GCL;

WHEREAS, Financial Trust Company, Inc., a corporation organized and existing under the laws of the United States Virgin Islands ("FTC"), is the sole shareholder of Jeepers, Inc., a corporation organized and existing under the laws of the United States Virgin Islands ("Jeepers"), which has elected to be taxed as a qualified subchapter S subsidiary;

WHEREAS, the Board of Directors of FTC determined that it is in the best interests of the Corporation and its sole shareholder, Jeffrey E. Epstein ("Epstein"), to transfer and distribute to Epstein all of the issued and outstanding shares of Jeepers, free and clear of all liens, claims and encumbrances (the "Jeepers Interest"), such that Epstein shall become the sole shareholder of Jeepers;

WHEREAS, Epstein is also the sole shareholder of Corporation;

WHEREAS, the Corporation is the sole member of Southern Financial, LLC, a United States Virgin Islands limited liability company organized on February 25, 2013 ("SF"); and

WHEREAS, the Board of Directors of FTC has determined that it is in the best interests of FTC and its sole shareholder to merge FTC into SF, upon the completion of which merger SF shall be the surviving entity of said merger (the "Merger");

WHEREAS, it is intended that the Merger be effectuated upon, in accordance with, and subject to, the provisions of an Agreement and Plan of Merger in the form annexed as Exhibit "A" hereto, which has also been approved by the Board of Directors of FTC and its sole shareholder (the "Merger Agreement");

WHEREAS, in connection with the Merger and pursuant to the provisions of the Merger Agreement, Epstein is to surrender for cancellation ten thousand (10,000) shares of the Common Stock of FTC, representing all of the issued and outstanding shares of FTC's Common Stock and all of such issued and outstanding shares held by Epstein, and in consideration of FTC's merger with and into SF, the wholly owned subsidiary of the Corporation, and the transfer of all of FTC's assets to SF by operation of law as a result of such Merger, the Corporation is to issue an additional ten thousand (10,000) shares of its Common Stock, \$.01 par value (the "Common Stock") to Epstein (the "Additional Shares");

WHEREAS, the Board of Directors of the Corporation has determined that it is both advisable and in the best interests of the Corporation and of Epstein, as the sole shareholder of the Corporation, that the Merger be consummated upon, in accordance with, and subject to the provisions of the Merger Agreement, and that in connection therewith, the Corporation issue the Additional Shares to Epstein;

NOW THEREFORE BE IT:

RESOLVED, that, after consummation by FTC of its issuance to Epstein of the Jeepers Interest, the Merger, upon, in accordance with, and subject to, the terms and conditions of the Merger Agreement, be and it is hereby authorized and approved.

RESOLVED, that it is intended that the Merger qualify as a tax-free reorganization under section 368(a)(1)(A) of the Internal Revenue Code;

RESOLVED, that the form and provisions of the Merger Agreement, be and they hereby are adopted and approved;

RESOLVED, in connection with the Merger and pursuant to the provisions of the Merger Agreement, the Corporation issue the Additional Shares to JE.

RESOLVED, that, the President of the Corporation be, and he hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute and deliver the Merger Agreement, and to execute and file with the Office of the Lieutenant Governor of the United States Virgin Islands Articles of Merger in form and substance that has been approved by legal counsel to the Corporation as being compliant with the requirements of the GCL and necessary or appropriate in order to effectuate Merger in accordance with the provisions of the Merger Agreement; and

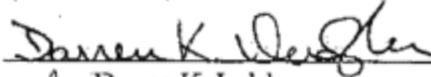
RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute and deliver all such agreements, documents and instruments, to pay all such costs, fees and expenses, and take all such other action as such officer deems necessary or advisable in order to consummate the Merger in accordance with the provisions of the Merger Agreement.

This consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.

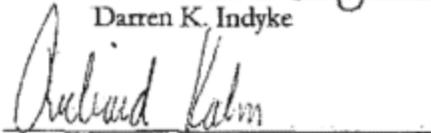
IN WITNESS WHEREOF, the undersigned has executed this Resolution as the directors of Financial Trust Company, Inc., on this 19th day of March, 2013.



Jeffrey E. Epstein



Darren K. Indyke



Richard Kahn

**CONSENT OF
THE BOARD OF DIRECTORS
OF
FINANCIAL INFOMATICS, INC.**

The undersigned, being all of the Directors of Financial Infomatics, Inc., a U.S. Virgin Islands Corporation ("the Corporation"), hereby certify that the following resolutions were unanimously adopted and entered into by the Board of Directors on the 18th day of November, 2011.

WITNESSETH:

WHEREAS, the Corporation is a corporation organized and existing under the laws of the U.S. Virgin Islands; and

WHEREAS, the Corporation was duly formed in the United States Virgin Islands on November 18, 2011; and

WHEREAS, the Board of Directors as of the date of this Consent are as follows:

**Jeffrey Epstein
Darren Indyke
Richard Kahn**

WHEREAS, the undersigned, being all of the directors of Financial Infomatics, Inc., consent to the taking of the following actions in lieu of a meeting of the Board of Directors in accordance with the corporation laws of the United States Virgin Islands and waive any notice to be given in connection with the meeting pursuant to the corporation laws of United States Virgin Islands; and

WHEREAS, this corporation is authorized, in its *articles* of incorporation, to issue an aggregate of 10,000 shares of stock of the par value of \$.01 per share; and

WHEREAS, a depository shall be established for the funds of the corporation and those who are authorized to do so may withdraw them on behalf of the corporation; and

NOW THEREFORE BE IT:

RESOLVED, that all actions taken by the incorporators of the Corporation during the period from November 18, 2011 through the date of this Consent, including, but not limited to, filing the Certificate of Incorporation of the Corporation and adopting the initial By-Laws of the Corporation, be, and each of the same hereby is, in all respects, ratified, adopted and approved; and it is further

RESOLVED, that the officers of the Corporation shall include a President, and may include one or more Vice presidents, a Secretary and a Treasurer; and it is further

RESOLVED, that each of the following persons is hereby appointed and elected to the office set forth opposite his name below to serve as such in accordance with the provisions of the By-Laws of the

Corporation until the next meeting of directors of the Corporation immediately following the next annual meeting of the stockholders of the Corporation and until his successor shall have been duly elected and shall have qualified:

Jeffrey Epstein, President
Darren Indyke, Vice President and Secretary
Richard Kahn, Treasurer

And it is further

RESOLVED, that the officers of the Corporation be, and each of them hereby is authorized, empowered and directed to produce all books of account, stock books and other materials and supplies necessary or appropriate in connection with maintaining the records and conducting the business of the Corporation, and to pay all costs and expenses and to make full reimbursement for all expenditures made in connection with the organization of the Corporation; and it is further

RESOLVED, that the specimen of stock certificate to evidence shares of the Common Stock, par value of .01 (the "Common Stock"), of the Corporation in the form submitted to the undersigned, which is to be filed with this Consent, be and the same hereby is, approved and adopted, and the President, the Vice President, the Secretary and/or any other officers authorized by the By-laws of the Corporation be, and each of them hereby is, authorized to issue certificates in such form for shares of fully paid and non-assessable Common Stock when the issuance thereof is duly authorized by the Board of Directors of the Corporation; and it is further

RESOLVED, that the Corporation accept the subscription of Jeffrey E. Epstein for 10,000 shares of Common Stock, upon the terms and conditions contained in the subscription agreement, dated as of November 18, 2011 of Jeffrey E. Epstein, a copy of which shall be filed with the official records of the Corporation; and it is further

RESOLVED, that the Vice President and the Treasurer of the Corporation be, and each of them hereby is, authorized and directed to issue, on behalf of the Corporation, to Jeffrey E. Epstein, a certificate for 10,000 shares of the Common Stock; and it is further

RESOLVED, that all of the 10,000 shares of the Common Stock as authorized for issuance by the immediately preceding resolution shall be in all respects, when issued as aforesaid, validly issued, fully paid and non-assessable; and it is further

RESOLVED, that the seal, an impression of which appears in the margin of this Consent, be, and the same hereby is adopted as the seal of the Corporation; and it is further

RESOLVED, that the corporate record book and the stock transfer ledger thereof, be and each of the same hereby is, adopted as the record book and stock transfer ledger, respectively, of the Corporation; and it is further

RESOLVED, that, with respect to the opening, maintaining and closing of bank accounts of the Corporation, the President, any Vice President, the Treasurer and the Secretary of the Corporation, be, and each of them hereby is, authorized as follows:

1. To designate one or more banks, trust companies or other similar institutions as depositories of the funds, including, without limitation, cash and cash equivalents, of the Corporation;
2. To open, keep and close general and special bank accounts, including general deposit accounts, payroll accounts and working fund accounts, with any such depository;
3. To cause to be deposited in such accounts with any such depository, from time to time such funds, including, without limitation, cash and cash equivalents, of the Corporation, as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers and agents of the Corporation who will be authorized to make such deposits and to endorse such checks, drafts or other instruments for such deposits;
4. From time to time to designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to sign or countersign checks, drafts or other orders for the payments of money issued in the name of the Corporation against any funds deposited in such accounts, and to revoke any such designation;
5. To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures;
6. To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable; and
7. To complete, execute and/or certify any customary printed blank signature card forms in order to conveniently exercise the authority granted by this resolution and any resolutions thereon shall be deemed adopted as part hereof; and it is further

RESOLVED, that the President or the Secretary of the Corporation be, and such officer hereby is, authorized to prepare and certify as the resolutions of the Board of Directors, as if adopted verbatim by this Consent, any such additional resolutions as any such depository may require in connection with the opening of an account with such depository as authorized pursuant to the immediately preceding resolution, and that any such depository to which a copy of the immediately preceding resolution and such additional resolutions, if any, have been certified shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of such resolutions by the Board of Directors; and it is further

RESOLVED, that the fiscal year of this Corporation shall begin the first day of January in each year; and it is further

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the officers of the Corporation be, and each of them hereby is, authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary offices of the Corporation, whether statutory or otherwise, and, under the seal of the Corporation, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the

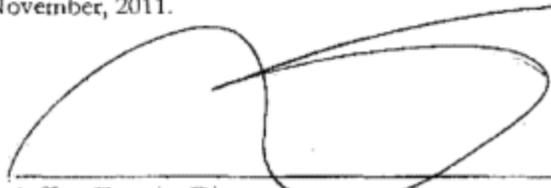
Corporation to transact business therein; and it is further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of the Corporation, to do and perform all such further acts and things, to execute and deliver and, where necessary or appropriate, file with the appropriate governmental authorities, all such further certificates, contracts, agreements, documents, instruments, instruments of transfer, receipts or other papers, and to pay all costs and expenses (but only to the extent that any such officer has signing authority with respect to the bank accounts of the Corporation), including, without limitation, such taxes and assessments, as in their judgment or in the judgment of any of them shall be necessary or appropriate to carry out, comply with and effectuate the purposes and intent of the foregoing resolutions; and it is further

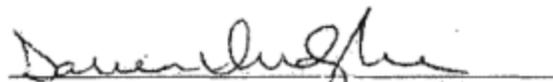
RESOLVED, that the Corporation proceed to carry on the business for which it was incorporated.

This consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Resolution as the first directors of Financial Infomatics, Inc., on this 18th day of November, 2011.



Jeffrey Epstein, Director



Darren Indyke, Director



Richard Kahn, Director

FINANCIAL INFOMATICS, INC.
SUBSCRIPTION FOR COMMON STOCK

The undersigned hereby subscribes for Ten Thousand (10,000) shares of the Common Stock, \$.01 par value, of Financial Infomatics, Inc., a United States Virgin Islands corporation (the "Corporation"), the Certificate of Incorporation of which was filed with the Office of the Lieutenant Governor of the United States Virgin Islands on the 18th day of November, 2011, and agrees to pay therefor and in full payment thereof, upon call of the Board of Directors of the Corporation, ten cents (\$.010) per share in cash or by check made payable to the Corporation, at which time a certificate shall be issued to the undersigned for the number of shares subscribed for.

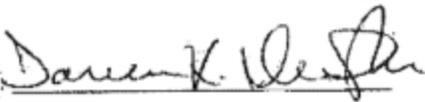
Dated as of November 18, 2011



Jeffrey E. Epstein
Subscriber for 10,000 Shares
of Common Stock, \$.01 Par Value

Subscription Accepted
As of November 18, 2011

FINANCIAL INFOMATICS, INC.

By: 

Darren K. Indyke
Vice President



CIP failure rectification [1]

Jay Lipman to: Fran M Wickman

08/26/2013 12:04 PM

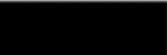
| Sender | Date | Subject |
|----------------|---------------------|-------------------------------|
| Jay Lipman | 08/26/2013 12:04 PM | CIP failure rectification [1] |
| Fran M Wickman | 08/26/2013 12:08 PM | Re: CIP failure rec |

Classification: For internal use only

Hi Fran,

Please could you let me know if this document is sufficient for what we need?

For Account:



For Source of Wealth:

Epstein began his financial career in 1976 as an options trader at Bear Stearns and became a partner in 1980. In 1982, Epstein founded his own financial management firm, J. Epstein & Co., managing the assets of clients with more than a billion in net worth. In 1996, Epstein changed the name of his firm to The Financial Trust Company and based it on the island of St. Thomas in the US Virgin Islands. All of his clients were anonymous except for the very wealthy businessman Leslie Wexner. His wealth has come from his days at Bear Stearns and his financial management firms

Kind Regards,

Jay Lipman



Jay Lipman

Analyst | Markets Coverage Group

Deutsche Bank Securities Inc
Deutsche Asset & Wealth Management
345 Park Avenue - 26th Floor
New York, NY 10154

