

**CDE, INC.**

**CONSENT OF SOLE STOCKHOLDER IN LIEU OF FIRST MEETING**

**AS OF APRIL 28, 2011**

The undersigned, being the sole stockholder of CDE, Inc., a Virgin Islands corporation (the "Corporation"), does hereby consent, pursuant to Section 67(b) of the General Corporation Law of the United States Virgin Islands, 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 all actions heretofore taken by the incorporator and the Board of Directors of the Corporation, including, but not limited to, the adoption of the By-Laws of the Corporation, from April 28, 2011 through the date of this consent be, and each such action hereby is, in all respects ratified, adopted and approved; and it is further

**RESOLVED**, that the election of Jeffrey E. Epstein as the sole director of the Corporation, to serve as such until the next Annual Meeting of the Stockholders of the Corporation and until his successor shall have been duly elected and shall have qualified be, and such election hereby is ratified, adopted and approved; and it is further

**RESOLVED**, that the election by the Corporation, under the provisions of Section 1362 of the Internal Revenue Code, to be treated as a small business corporation for income tax purposes be, and the same hereby is, adopted and approved.

This Consent shall be filed with the Minutes of the proceedings of the stockholders of the Corporation.

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Jeffrey E. Epstein