

ARTICLES OF MERGER
OF
FINANCIAL TRUST COMPANY, INC.
INTO
SOUTHERN FINANCIAL, LLC

1. Financial Trust Company, Inc., incorporated under the laws of the U.S. Virgin Islands, shall be the merging company in the merger. Financial Trust Company, Inc.'s Articles of Incorporation were filed with the Office of the Lieutenant Governor on November 6, 1998.
2. Southern Financial, LLC, organized under the laws of the U.S. Virgin Islands, shall be the surviving company in the merger. Southern Financial, LLC's Articles of Organization were filed with the Office of the Lieutenant Governor on February 25, 2013.
3. Southern Financial, LLC has a physical and mailing address of 6100 Red Hook Quarter, B3, St. Thomas, USVI 00802.
4. An Agreement and Plan of Merger has been approved and signed by each party to the merger.
5. The effective date of the merger shall be March 29, 2013.

Financial Trust Company, Inc.

Southern Financial, LLC

By: _____
Name: Jeffrey E. Epstein
Title: President

By: _____
Name: Jeffrey E. Epstein
Title: Manager

STATE OF NEW YORK

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COUNTY OF NEW YORK

) **ACKNOWLEDGMENT**

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The foregoing instrument was acknowledged before me this 20th day of March, 2013, by Jeffrey E. Epstein, as President of Financial Trust Company, Inc. and as Manager of Southern Financial, LLC.

Notary Public
My Commission Expires: