

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

The undersigned, being all of the Directors of Financial 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 ____ 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 Corporation was duly formed in the United States Virgin Islands on November 6, 1998;

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

**Jeffrey Epstein
Cecile deJongh
Jeanne Brennan**

WHEREAS, the undersigned, being all of the directors of Financial Trust Company, Inc., 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, the Corporation is the sole owner of Jeepers, Inc., a corporation organized and existing under the law of the U.S. Virgin Islands, which has elected to be taxed as a qualified subchapter S subsidiary;

WHEREAS, the Board of Directors has 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, Inc., free and clear of all liens, claims and encumbrances, (the "Jeepers Interest") such that Epstein shall become the sole owner of Jeepers, Inc.;

WHEREAS, Epstein is also the sole shareholder of Southern Trust Company, Inc., a United States Virgin Islands Corporation incorporated on November 18, 2011 ("STC");

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

NOW THEREFORE BE IT:

RESOLVED, that prior to executing any agreements with respect to the Merger and prior to effectuating the Merger, the Corporation shall transfer and distribute to Epstein, the sole shareholder of the Corporation, all of the Corporation's right, title and interest in and to the Jeepers Interest;

RESOLVED, that the officers of the Corporation are authorized, empowered and directed, for and on behalf of the Corporation, to execute and deliver all such agreements, stock powers, documents and other instruments, pay all such costs, fees and expenses, and take all such other actions necessary to effectuate the transfer and distribution to Jeffrey E. Epstein of the Jeepers Interest.

RESOLVED, that the Merger, upon the terms and conditions of an Agreement and Plan of Merger in the form attached hereto as Exhibit "A", 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 aforesaid Agreement and Plan of Merger, together with such changes thereto, if any, as the President of the Corporation, upon advice of legal counsel to the Corporation, shall determine is necessary or advisable in order to carry out the intent and purposes of the Merger (the "Merger Agreement"), be and they hereby are adopted and approved;

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 ____ day of March, 2013.

Jeffrey Epstein, Director

Cecile deJongh, Director

Jeanne Brennan, Director