

DUDLEY, TOPPER AND FEUERZEIG, LLP

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DENISE J. RICHARDS  
DIRECT DIAL: ( )  
EMAIL: ( )

April 11, 2011

**HAND DELIVER**

Ms. Denise Johannes  
Director  
Office of the Lieutenant Governor  
Division of Corporations and Trademarks  
Sugar Estate Park  
St. Thomas, Virgin Island 00802

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2011 APR 12 PM 12 47  
CORPORATIONS - STT

Re: Mort, Inc.  
Articles of Incorporation  
Our File No. 5915-1

Dear Ms. Johannes:

Enclosed please find for filing, the following documents:

1. Two (2) originals and one (1) copy of the Articles of Incorporation.
2. One (1) original and one (1) copy of the Consent of Agent for Service of Process Form.
3. Our firm's check in the amount of \$300.00 which represents the filing fees and the franchise taxes due for the first year.

Please date stamp the copies and return them to our messenger for our files. Thank you for your assistance in this matter.

Sincerely,



Denise J. Richards  
Paralegal

DJR/  
Enclosures

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ARTICLES OF INCORPORATION  
OF  
MORT, INC.

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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 **MORT, INC.**

ARTICLE II

The principal office of the Corporation in the U.S. Virgin Islands is located at 6100 Red Hook Quarter, B-3, St. Thomas, USVI 00802, and the name of the resident agent of the Corporation is George H.T. Dudley, whose address is Law House, 1000 Frederiksberg Gade, St. Thomas, U.S. Virgin Islands 00802.

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.
- (2) To engage in any commercial, industrial, agricultural, marketing, transportation, or service activity 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.

(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 the 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, mortgage, 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, 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, corporation or other entity, and to pay for the same in cash or in stocks 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, corporation or other entity, 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, 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.

(10) To enter into and carry out any contracts for or in relation to the foregoing business with any person, firm, association, corporation, or other entity, 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 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 which the Corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock of \$0.01 par value; no preferred stock authorized.

The minimum amount of capital with which the Corporation will commence business is ONE THOUSAND DOLLARS (\$1,000.00).

#### ARTICLE V

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

<u>NAME</u>	<u>RESIDENCE</u>
William S. McConnell	6000 Estate Canaan St. Thomas, U.S. Virgin Islands 00802
Denise J. Richards	14-45 Estate Bonne Resolution St. Thomas, U.S. Virgin Islands 00802
Michelle Connor	173B-39 Anna's Retreat St. Thomas, U.S. Virgin Islands 00802

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## 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, 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 (unless the General Corporation Law is amended to allow a lower number). 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 and adopt 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.
- (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 13 V.I.C. §91 and 13 V.I.C. §97; as the same may be amended from time to time.

#### ARTICLE VIII

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 at the time in force 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.



# Consent of Agent for Service of Process

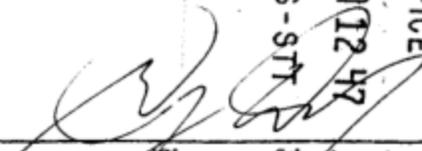
— 0 —

This writing witnesseth that the undersigned GEORGE H. T. DUDLEY  
(Type or print agent's name)

having been designated by the MORT, INC.  
(Name of Corporation)

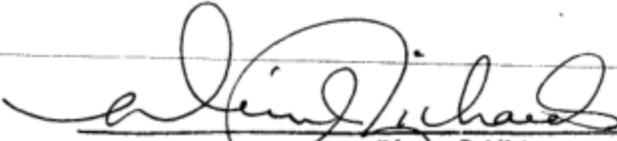
as agent of the said company upon whom service of process may be made in all suits arising against the said company in the Courts of the Virgin Islands, do hereby consent to act as such agent, and that service of process may be made upon me in accordance with Title 13 of the Virgin Islands Code.

IN WITNESS WHEREOF, I have hereunto set my signature this 20<sup>th</sup> day of April, 2011.

  
(Signature of the Agent)  
GEORGE H. T. DUDLEY

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Subscribed and sworn to before me this 11<sup>th</sup> day of April,  
2011 at CHARLOTTE AMALIE.

  
(Notary Public)

Denise J. Richards  
My Commission Expires January 26, 2012  
LNP-241-08