

ARTICLES OF ORGANIZATION
OF
SOUTHERN FINANCIAL, LLC

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COPY

I, the undersigned natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Uniform Limited Liability Company Act, Chapter 15, Title 13, Virgin Islands Code ("Uniform Limited Liability Company Act"), do hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE ONE
NAME, ADDRESS AND PRINCIPAL OFFICE

Name and Address

1. The name and address of the limited liability company shall be Southern Financial, LLC (the "Company"), 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802. The physical address and mailing address of the Company are the same.

Principal Office

2. The principal office and permanent address for the transaction of business of the Company shall be the address stated in Paragraph 1 of these Articles as the physical address of the Company.

Resident Agent and Office

3. The mailing address of the Company's initial designated office is 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802.

The physical address of the Company's initial designated office is 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802.

The name of its initial resident agent at such address is Business Basics VI, LLC.

The business address of the resident agent and the address of the designated office are identical.

ARTICLE TWO
PURPOSE

The purpose for which the Company is organized is to engage in any and all lawful business for which a limited liability company may be organized under the Uniform Limited Liability Company Act and the other laws of the U.S. Virgin Islands.

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The foregoing paragraph shall be construed as enumerating both objects and purposes of this Company, and it is hereby expressly provided that the foregoing numeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Company otherwise permitted by law.

ARTICLE THREE
DURATION AND CONTINUITY

The period of duration of this Company shall be perpetual. No member shall have the power to dissolve the Company by his or her independent act of any kind.

ARTICLE FOUR
ORGANIZER

The name and address of the organizer of this Company is:

Greg J. Ferguson

Mailing Address: 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802

Physical Address: 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802

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ARTICLE FIVE
MANAGEMENT

The Company shall be manager-managed. The initial manager of the Company shall be Jeffrey Epstein. The physical and mailing address of the initial manager of the Company is 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802.

ARTICLE SIX
CAPITAL

The Company shall begin business with capital in the amount of One Thousand United States Dollars (US \$1,000.00).

ARTICLE SEVEN
LIMITATION OF LIABILITY

No manager of the Company shall be liable to the Company or its members for monetary damages for an act or an omission in such manager's capacity as a member, except for liability of a manager for (i) a breach of a manager's duty of loyalty to the Company or its members, (ii) an act or omission, not in good faith, that constitutes a breach of duty of a manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's position, or (iv) an act or omission for which the liability of a manager is expressly provided for by an applicable

statute. If the Uniform Limited Liability Company Act or other applicable law is amended to authorize action further eliminating or limiting the liability of managers, then the liability of any manager of the Company shall be eliminated or limited to the fullest extent permitted by the Uniform Limited Liability Company Act or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the members shall not adversely affect any right or protection of any manager existing at the time of such repeal or modification.

ARTICLE EIGHT
MEMBER LIABILITY

No member of the Company shall be liable for the debts and obligations of the Company under Section 1303, Subsection (c) of the Uniform Limited Liability Company Act.

ARTICLE NINE
SEVERABILITY

If any phrase, clause, sentence, paragraph, or provision of these Articles of Organization is held to be void or illegal, then it shall not impair or affect the balance of these Articles, and the undersigned Organizer of the Company does hereby declare that he would have signed and executed the balance of these Articles without such void or illegal provisions.

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[signature page follows]

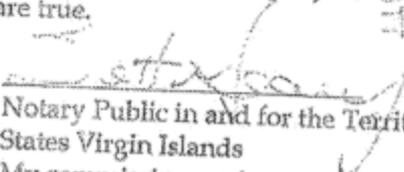
IN WITNESS WHEREOF, the undersigned person has hereunto set his hand as Organizer of the Company this 25th day of February, 2013.



Greg J. Ferguson

IN THE TERRITORY OF THE UNITED STATES VIRGIN ISLANDS
UNITED STATES OF AMERICA

BEFORE ME, the undersigned authority, on this 25th day of February, 2013, personally appeared Greg J. Ferguson, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as the Organizer of the Company and that the statements contained in these Articles of Organization are true.



Notary Public in and for the Territory of the United States Virgin Islands
My commission expires:

Brett A. Geary
Notary Public NP-124-11
St. Thomas / St. John, USVI
My Commission Expires: December 21, 2015

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