



THE UNITED STATES VIRGIN ISLANDS
OFFICE OF THE LIEUTENANT GOVERNOR
DIVISION OF CORPORATIONS AND TRADEMARKS

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Christiansted, Virgin Islands 00820
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July 9, 2018

CERTIFICATION OF GOOD STANDING

This is to certify that the corporation known as **SOUTHERN COUNTRY INTERNATIONAL LTD. Formerly: FINANCIAL STRATEGY GROUP LTD.** filed Articles of Incorporation in the Office of the Lieutenant Governor on **APRIL 4, 2014** that a Certificate of Incorporation was issued by Lieutenant Governor on **SEPTEMBER 10, 2014** authorizing the said corporation to conduct business in the Virgin Islands and the corporation is considered to be in good standing.



Denise Johannes
Director, Division of Corporations
and Trademarks

DJ/AMM

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ARTICLES OF INCORPORATION
OF
FINANCIAL STRATEGY GROUP, LTD.

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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 *FINANCIAL STRATEGY GROUP, LTD.*

ARTICLE II

The principal office of the Corporation in the Virgin Islands is located at 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802, and the name of the resident agent of the Corporation is Business Basics VI, I.J.C., whose physical and mailing address is 9100 Port of Sale Mall, Suite 15, 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, and subject to the provisions of Title 9, chapter 25 of the Virgin Islands Code, it is hereby provided that the Corporation shall have the following purposes, objects and powers:

- (1) To engage in any lawful business in the United States Virgin Islands, including the operation of an international banking entity in accordance with Title 9, chapter 25.
- (2) To enter into and carry out any contracts for or in relation to the foregoing business with any person, firm, association, corporation, government or governmental agency.
- (3) To conduct its business in the United States Virgin Islands and to have offices within the United States Virgin Islands.
- (4) To borrow or raise money to any amount permitted by law by the sale or issuance of 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.
- (5) 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 of 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.

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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 that the Corporation is authorized to issue is One Million (1,000,000) shares of common stock at \$5.00 par value; no preferred stock authorized.

The minimum amount of capital with which the Corporation will commence business is Five Hundred Thousand Dollars (\$500,000.00).

ARTICLE V

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

NAME	RESIDENCE
Trika A. Kellerhals	
Brett A. Geary	
Nicole Miller	

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 and stockholders, 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 fewer than three (3) unless the Corporation has fewer than three shareholders. In this case the number of directors may be equal to the number of shareholders. 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, adopt and amend 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.

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- (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 for terms not exceeding five (5) years.
- (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 J.t. Governor of the Virgin Islands in accordance with Sections 91 and 97, Chapter 13, Virgin Islands Code, as the same may be amended from time to time.

ARTICLE VIII

No stockholder shall pledge as collateral for indebtedness any shares of stock without first obtaining the written consent of a majority of the disinterested members of the Board of Directors of the Corporation.

ARTICLE IX

At all elections of directors, each stockholder shall be entitled to as many votes as shall equal the number of votes that (except for such provision as to cumulative voting) the stockholder would be entitled to cast for the election of directors with respect to his or her shares of stock multiplied by the number of directors to be elected. The stockholder may cast all votes for a single director or distribute them among any two or more of

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them as he or she may see fit. At least ten (10) days notice shall be given, however the shareholders are entitled to waive notice of the meeting as provided by law. Furthermore, the meeting and vote of stockholders may be dispensed with, if all of the stockholders who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporate action being taken.

ARTICLE X

Subject to the provisions of Section 71, Title 13, Virgin Islands Code, the Corporation may enter into contracts or otherwise transact business with one or more of its directors or officers, or with any firm or association of which one or more of its directors or officers are members or employees, or with any other corporation or association of which one or more of its directors or officers are stockholders, directors, officers, or employees, and no such contract or transaction shall be invalidated or in any way affected by the fact that such director or directors or officer or officers have or may have interests therein that are or might be adverse to the interests of the Corporation even though the vote of the director or directors having such adverse interest is necessary to obligate the Corporation on such contract or transaction, provided that in any such case the fact of such interest shall be disclosed or known to the directors or stockholders acting on or in reference to such contract or transaction. No director or directors or officer or officers having such disclosed or known adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors or officer or officers be accountable for any gains or profits realized thereon. The provisions of this Article shall not be construed to invalidate or in any way affect any contract or transaction that would otherwise be valid under law.

ARTICLE XI

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if:

- (1) he or she acted
 - (A) in good faith and
 - (B) in a manner reasonably believed to be in or not opposed to the best interests of the Corporation; and
- (2) with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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- (b) Any indemnification under subparagraph (a) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that he or she had met the applicable standard of conduct set forth in subparagraph (a). Such determination shall be made:
- (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or
 - (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
 - (3) by the stockholders.
- (c) Expenses incurred in defeating a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this article.
- (d) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.
- (e) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XII

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 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.

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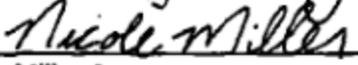
IN WITNESS WHEREOF, we have hereunto subscribed our names this 3rd day of April, 2014.



Erika A. Kellerhals, Incorporator



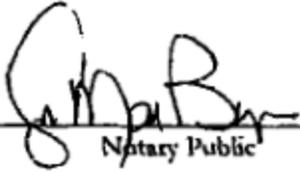
Brett A. Geary, Incorporator



Nicole Miller, Incorporator

TERRITORY OF THE UNITED STATES VIRGIN ISLANDS)
DISTRICT OF ST. THOMAS AND ST. JOHN)

The foregoing instrument was acknowledged before me this 3rd day of April, 2014, by Erika A. Kellerhals, Brett A. Geary and Nicole Miller.



Notary Public

**GINA MARIE BRYAN
NOTARY PUBLIC NP-76-13
COMMISSION EXPIRES 09/05/17
ST. THOMAS/ST. JOHN, USVI**

APR 4 2014
ST. THOMAS, USVI

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THE UNITED STATES VIRGIN ISLANDS
OFFICE OF THE LIEUTENANT GOVERNOR
DIVISION OF CORPORATIONS AND TRADEMARKS

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**RESIDENT AGENT FORM
CONSENT OF AGENT FOR SERVICE OF PROCESS**

This writing witnesseth that I, the undersigned Business Basics VI, LLC
having been designated by Financial Strategy Group, Ltd.
as resident agent of said company, upon whom service of process may be made in all suits
arising against said company in the Courts of the United States 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, Virgin Islands Code.

IN WITNESS WHEREOF, I have hereunto set my signature this 3rd day of
April 2014

I DECLARE, UNDER PENALTY OF PERJURY, UNDER THE LAWS OF THE UNITED STATES VIRGIN ISLANDS, THAT ALL STATEMENTS CONTAINED IN THIS APPLICATION, AND ANY ACCOMPANYING DOCUMENTS, ARE TRUE AND CORRECT, WITH FULL KNOWLEDGE THAT ALL STATEMENTS MADE IN THIS APPLICATION ARE SUBJECT TO INVESTIGATION AND THAT ANY FALSH OR MISLEADING ANSWER TO ANY QUESTION MAY BE GROUNDS FOR DENIAL OR SUBSEQUENT REVOCATION OF REGISTRATION.

SIGNATURE OF RESIDENT AGENT

DAYTIME CONTACT NUMBER	[REDACTED]
MAILING ADDRESS	9100 Port of Sale Mall, Ste 15, St. Thomas, VI 00802
PHYSICAL ADDRESS	9100 Port of Sale Mall, Ste 15, St. Thomas, VI 00802
EMAIL ADDRESS	info@businessbasicsvi.com

NOTARY ACKNOWLEDGEMENT

Subscribed and sworn to before me this 3rd day of April 2014 at
St. Thomas

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

Notary Public
6/21/2015
My Commission Expires

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**AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FINANCIAL STRATEGY GROUP, LTD.**

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We, the undersigned, do hereby adopt the following amendments to the Articles of Incorporation of Financial Strategy Group, Ltd.:

Article I shall be deleted in its entirety and amended to read as follows:

ARTICLE I

The name of the Corporation (hereinafter referred to as the "Corporation") is **SOUTHERN COUNTRY INTERNATIONAL, LTD.**

Article IV shall be deleted in its entirety and amended to read as follows:

ARTICLE IV

The total number of shares of all classes of stock that the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock at \$5.00 par value and One Hundred Thousand (100,000) shares of preferred stock at \$1.00 par value with an 8% coupon.

The minimum amount of capital with which the Corporation will commence business is One Hundred Thousand Dollars (\$100,000).

[signature page follows]

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IN WITNESS WHEREOF, we have hereunto subscribed our names this 13th day of March, 2015.

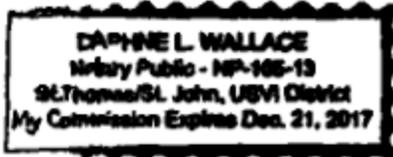
Jeffrey E. Epstein, President

Darren K. Indyke, Secretary

Richard Kahn, Treasurer

TERRITORY OF THE UNITED STATES VIRGIN ISLANDS)
DISTRICT OF ST. THOMAS AND ST. JOHN)

The foregoing instrument was acknowledged before me this 13th day of March, 2015, by Jeffrey E. Epstein.



Daphne Wallace
Notary Public

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STATE OF NEW YORK)
COUNTY OF NEW YORK)

The foregoing instrument was acknowledged before me this 13th day of March, 2015, by Darren K. Indyke and Richard Kahn.

Habibe Avdiu
Notary Public

HABIBE AVDIU
NOTARY PUBLIC-STATE OF NEW YORK
No. 01AV6313116
Qualified in Richmond County
My Commission Expires October 14, 2018

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**GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES**
-O-
CHARLOTTE AMALIE, ST. THOMAS, VI 00802

To Whom These Presents Shall Come:

I, the undersigned, LIEUTENANT GOVERNOR, do hereby certify that

FINANCIAL STRATEGY GROUP, LTD.

a Virgin Islands corporation, filed in the Office of the Lieutenant Governor on March 25, 2015 as provided for by law, Certificate of Amendment Articles of Incorporation, duly acknowledged; changing its name to

SOUTHERN COUNTRY INTERNATIONAL, LTD.

WHEREFORE the said Amendment is hereby declared to have been duly recorded in this office on the aforesaid and to be in full force and effect from that date.



Witness my hand and the seal of the Government of the United States Virgin Islands, at Charlotte Amalie, this 13th day of May, A.D. 2015.

OSBERT E. POTTER
Lieutenant Governor of the Virgin Islands

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**GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES**

CHARLOTTE AMALIE, ST. THOMAS

To All To Whom These Presents Shall Come:

I, the undersigned, **LIEUTENANT GOVERNOR**, do hereby certify that

FINANCIAL STRATEGY GROUP, LTD.

of the Virgin Islands filed in my office on March 25, 2015 as provided for by law, Amended Articles of Incorporation, duly acknowledged; and that a duplicate original thereof has been filed in the Office of the Clerk of the District Court of the Virgin Islands;

WHEREFORE the said Amended Articles are hereby declared to have been duly recorded in this Office on the date aforesaid, and to be in full force and effect from that date.



Witness my hand and Seal of the Government of the Virgin Islands of the United States, at Charlotte Amalie, St. Thomas, this 13th day of May 2015.

OSBERT E. POTTER
Lieutenant Governor for the Virgin Islands

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**BYLAWS
OF
FINANCIAL STRATEGY GROUP, LTD.**

ARTICLE I - OFFICES

The principal office of FINANCIAL STRATEGY GROUP, LTD. ("FSG") in the U.S. Virgin Islands shall be located and maintained in St. Thomas, U.S. Virgin Islands, as designated in the Articles of Incorporation or at such location in the U.S. Virgin Islands as may be changed from time to time at the discretion of the Board of Directors. FSG may also maintain an additional office or offices at such other places within the U.S. Virgin Islands as the Board of Directors may, from time to time, designate.

ARTICLE II - MEETING OF SHAREHOLDERS

Section 1 - Annual Meetings:

The annual meeting of the shareholders of FSG shall be held each year as shall be specified in the notice thereof or executed waiver of notice thereof agreed to by the shareholders, for the purpose of electing directors and transacting such other business as may properly come before the meeting. A complete list of all shareholders entitled to vote at annual shareholders meetings shall be prepared by the Secretary and made available for inspection at said meetings.

Section 2 - Special Meetings:

Special meetings of the shareholders may be called at any time by the Board of Directors or by the President, and shall be called by the President or the Secretary at the written request of the holders of a majority of the shares then outstanding and entitled to vote thereat, or as otherwise required under the provisions of Title 13 of the Virgin Islands Code, Sections 1-453, as they may be from time to time amended.

Section 3 - Place of Meetings:

All meetings of shareholders shall be held in the U.S. Virgin Islands at the principal office of FSG, or at such other places as shall be designated in the notices of such meetings or waivers of notice of such meetings and may be held telephonically.

Section 4 - Notice of Meetings:

(a) Except as otherwise provided by Statute, written notice of each meeting of shareholders, whether annual or special, stating the time when and place where it is to be held, shall be served either personally or by mail, not less than ten (10) nor more than fifty (50) days before the meeting, upon each shareholder of record entitled to vote at such meeting, or the shareholder's designated agent, and to any other shareholder to whom the giving of notice may be required by law. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If, at any meeting, action is proposed to be taken that would, if taken, entitle shareholders to receive payment for their shares pursuant to the applicable provisions of Virgin Islands Code, the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, such notice shall be directed to each such shareholder at the shareholder's address, as it appears on the records of the shareholders of FSG, unless he or she shall have previously filed with the Secretary of FSG a written

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request that notices intended for the shareholder be mailed to the shareholders' agent and/or some other address, in which case, it shall be mailed to the person and address designated in such request.

- (b) Notice of any meeting need not be given to any person who may become a shareholder of record after the mailing of such notice and prior to the meeting, nor to any shareholder who attends such meeting in person or by proxy, nor to any shareholder who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of shareholders need not be given, unless otherwise required by statute.
- (c) Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken in connection with any corporate action, by any section of this Article, the meeting and vote of stockholders may be dispensed with, if all of the stockholders who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporate action being taken.
- (d) Whenever any notice whatsoever is required to be given under the provisions of this Article, or under the provisions of the Articles of Incorporation of FSG (such Articles of Incorporation and any amendments thereof being herein collectively referred to as the "Articles"), a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated in said notice, shall be deemed equivalent thereto.

Section 5 - Quorum:

Except as otherwise provided herein, or by the applicable provisions of the Virgin Islands Code, or in the Articles, at all meetings of shareholders of FSG, the presence at the commencement of such meetings in person or by proxy of any number of shareholders holding of record a majority of the total number of shares of FSG then issued and outstanding and entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any shareholder after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

Section 6 - Voting:

- (a) Except as otherwise provided by applicable provision of the Virgin Islands Code or by the Articles, any corporate action to be taken by vote of the shareholders shall be authorized by a majority of votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.
- (b) Except as otherwise provided by applicable provision of the Virgin Islands Code or by the Articles, at each meeting of shareholders, each holder of record of stock of FSG entitled to vote thereat shall be entitled to one vote for each share of stock registered in his or her name on the books of FSG.
- (c) Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the shareholder or the shareholder's attorney in fact thereunto duly authorized in writing. No proxy shall be valid after expiration of eleven (11) months from the date of its execution, unless the person executing same directs in said proxy that it shall continue in force for a longer period of time. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of FSG.
- (d) Shares registered in the name of another corporation, if entitled to be voted, may be voted by the President or a proxy appointed by the President of such other corporation, unless some other person has been appointed to vote such shares pursuant to a by-law or a resolution of the board of directors of such other corporation, in which case such person may vote such shares. Any fiduciary may vote shares registered in the name of such corporation as such fiduciary, either in person or by proxy.

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(e) Any resolution in writing, signed by all the shareholders entitled to vote thereon, shall be and constitute action by such shareholders to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of shareholders of such resolution so signed and shall be inserted in the Minute Book of FSG under its proper date.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Number, Qualification, Election and Term of Office:

(a) The number of Directors of FSG shall be three (3) unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of Directors shall in no event be less than three (3).

(b) Except as may otherwise be provided herein or in the Articles, the members of the Board of Directors of FSG, who need not be shareholders, shall be elected by a majority of the votes cast at a meeting of shareholders, by the holders of shares, present in person or by proxy, entitled to vote in the election.

(c) Each Director shall hold office until the annual meeting of the shareholders next succeeding his or her election, and until his or her successor is elected and qualified, or until his or her prior death, resignation or removal.

Section 2 - Duties and Powers:

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of FSG, and may exercise all powers of FSG, except as are in the Articles or by applicable provisions of the Virgin Islands Code expressly conferred upon or reserved to the shareholders.

Section 3 - Annual and Regular Meetings: Notices:

(a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the shareholders, at a place of such annual meeting of shareholders.

(b) The Board of Directors, from time to time, may provide for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each Director who shall not have been present at the meeting at which such action was taken within the time limit, and in the manner set forth in paragraph (b), Section 4 of this Article III, with respect to the special meetings, unless such notice shall be waived in the manner set forth in paragraph (c) of such Section 4.

Section 4 - Special Meetings: Notices:

(a) Special meetings of the Board of Directors shall be called by the President or by one of the Directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Except as otherwise required by the applicable provisions of the Virgin Islands Code, notice of special meetings shall be mailed directly to each Director, addressed to the Director at his or her residence or usual place of business, at least three (3) days before the day on which the meeting is to be held, or shall be sent to the Director at such place by facsimile or email, or shall be delivered to him or her personally or given to him

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or her orally, not later than twenty-four (24) hours before the time at which the meeting is to be held. A notice, or waiver of notice, except as required by Section 8 of this Article III, need not specify the purpose of the meeting.

(c) Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting the lack of notice to the Director prior thereto or at its commencement, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

(d) Unless otherwise restricted by the Articles or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board, or committee.

Section 5 – Chairman:

At all meetings of the Board of Directors, the Chairman of the Board, if any and if present, shall preside. If there shall be no Chairman, or if the Chairman shall be absent, then the President shall preside, and in the President's absence, a Chairman chosen by the Directors shall preside.

Section 6 – Quorum and Adjournments:

(a) At all meetings of the Board of Directors the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles, or by these Bylaws.

(b) A majority of the Directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 7 – Manner of Acting:

(a) At all meetings of the Board of Directors, each Director present shall have one vote, irrespective of the number of shares of stock, if any, which the Director may hold.

(b) Except as otherwise provided by applicable provisions of the Virgin Islands Code, by the Articles, or by these Bylaws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, which action is authorized, in writing, by all of the Directors entitled to vote thereon and filed with the Minutes of the proceedings of the Board or the committee shall be the act of the Board of Directors or the committee, as the case may be, with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or the committee.

Section 8 – Vacancies:

Any vacancy in the Board of Directors occurring by reason of any increase in the number of Directors, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a Director by the shareholder(s) shall be filled by the shareholder(s) at the meeting at which the removal was effected) or inability to act of any Director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors present, though less than a quorum, at any regular meeting or special meeting of the Board of Directors.

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Section 9 – Resignation:

Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of FSG. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10 – Removal:

Any Director may be removed with or without cause at any time by the affirmative vote of shareholder(s) holding of record in the aggregate at least a majority of the outstanding shares of FSG at a special meeting of the shareholders called for that purpose, and may be removed for cause by action of the Board.

Section 11 – Salary:

No stated salary shall be paid to Directors, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any Director from serving FSG in any other capacity and receiving compensation therefor.

Section 12 – Contracts:

(a) No contract or other transaction between FSG and any other corporation shall be impaired, affected or invalidated, nor shall any Director be liable in any way by reason of the fact that any one or more of the directors of FSG is or are interested in, or is a director or officer, or are directors or officers of such other corporation, provided that such facts are disclosed or made known to the Board of Directors.

(b) Any Director, personally or individually, may be a party to or may be interested in any contract or transaction of FSG, and no Director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such Director) of a majority of a quorum, notwithstanding the presence of any such Director at the meeting at which such action is taken. Such Director or Directors may be counted in determining the presence of a quorum at such meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise applicable) thereto.

Section 13 – Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternate members thereof, as they may deem desirable, each consisting of two (2) or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

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ARTICLE IV - OFFICERS

Section 1 - Number, Qualification, Election and Term of Office:

(a) The officers of FSG shall consist of a President, Secretary, Treasurer, and such other officers, including a Chairman of the Board of Directors, and one or more additional Vice-Presidents, Assistant Treasurers or Assistant Secretaries, as the Board of Directors may from time to time deem advisable. However, the Company is not required to have officers other than the President, Secretary and Treasurer. The President of FSG shall be and any other officer may be, a Director of FSG. Any two offices (but not more than two) other than the offices of Chairman of the Board or President and Secretary or Assistant Secretary may be held by the same person.

(b) The officers of FSG shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders. The salaries of all officers shall be fixed by the Board of Directors.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

Section 2 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of FSG. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3 - Removal:

Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board of Directors at any time.

Section 4 - Vacancies:

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

Section 5 - Duties of Officers:

Officers of FSG shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be set forth in these Bylaws, or may from time to time be specifically conferred or imposed by the Board of Directors.

(a) The President shall be the chief executive officer of FSG.

(b) The Vice-President, if any, shall perform the duties as required by the President or the Board of Directors. During any absence or incapacity of the President, the Vice-President shall be the acting chief executive officer of FSG, assuming the duties of the President until the President's resumption of same or until otherwise directed by the Board of Directors.

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(c) The Treasurer shall have the custody of all books of account and the funds and securities of FSG. He shall disburse the funds of FSG in payment of just demands against the proper vouchers for such disbursements. He or she shall render an annual report to the Board of Directors for the benefit of shareholders concerning the finances of FSG. The Treasurer shall perform such other duties as are incidental to his or her office and such as are required by the President or the Board of Directors. The Treasurer shall hold office at the pleasure of the Board of Directors.

(d) The Secretary shall have custody of the seal of FSG; shall conduct such correspondence on behalf of FSG as shall be required by the President; and shall discharge such additional duties from time to time as may be required by the President or the Board of Directors. The Secretary shall issue all notices required for the holding of meetings of the Board of Directors and of shareholders; shall keep minutes of all meetings of shareholders; shall perform such additional duties as are incidental to the Secretary's office; and shall hold office at the pleasure of the Board of Directors.

(e) The Assistant Secretaries and the Assistant Treasurers, if any, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or the Board of Directors.

Section 6 – Sureties and Bonds:

In case the Board of Directors shall so require, any officer, employee or agent of FSG shall execute to FSG a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his or her duties to FSG including responsibility for negligence and for the accounting for all property, funds or securities of FSG which may come into his or her hands.

Section 7 – Shares of Other Corporations:

Whenever FSG is the holder of shares of any other corporation, any right or power of FSG as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of FSG by the President or such other person as the Board of Directors may authorize.

Section 8 – Compensation of Officers:

The officers shall receive such salary or compensation as may be fixed and determined by the Board of Directors. Any payments made to an officer of FSG such as a salary, commission, bonus, interest, or rent, or entertainment expense incurred by him or her, which shall be disallowed in whole or in part as a deductible expense pursuant to the Internal Revenue Code of 1986, as amended, as applicable to the U.S. Virgin Islands, shall be reimbursed by such officer of FSG to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the directors, proportionate amounts may be withheld from future compensation payments until the amount owed to FSG has been recovered.

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ARTICLE V - SHARES OF STOCK

Section 1 - Certificates of Stock:

(a) The certificates representing shares of FSG shall be in such form as shall be adopted by the Board of Directors, and shall be numbered and registered in the order issued. They shall bear the holder's name and the number of shares, and shall be signed by (i) the Chairman of the Board or the President, and (ii) the Secretary or Treasurer, or any Assistant Secretary or Assistant Treasurer, and shall bear the corporate seal.

(b) No certificate representing shares shall be issued until the full amount of consideration therefor has been paid, except as otherwise permitted by law.

(c) To the extent permitted by law, the Board of Directors may authorize the issuance of certificates for fractions of a share which shall entitle the holder to exercise voting rights, receive dividends and participate in liquidating distributions, in proportion to the fractional holdings; or it may authorize the payment in cash of the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, of scrip in registered or bearer form over the signature of an officer or agent of FSG, exchangeable as therein provided for full shares, but such scrip shall not entitle the holder to any rights of a shareholder, except as therein provided.

Section 2 - Lost or Destroyed Certificates:

The holder of any certificate representing shares of FSG shall immediately notify FSG of any loss or destruction of the certificate representing the same. FSG may issue a new certificate in the place of any certificate theretofore issued by it that is alleged to have been lost or destroyed. On production of such evidence of loss or destruction as the Board of Directors in its discretion may require, the Board of Directors may require the owner of the lost or destroyed certificate, or such owner's legal representatives, to give FSG a bond in such sum as the Board of Directors may direct, and with such surety or sureties as may be satisfactory to the Board of Directors, to indemnify FSG against any claim, loss, liability or damage it may suffer on account of the issuance of the new certificate. A new certificate may be issued without requiring any such evidence or bond when, in the judgment of the Board of Directors, it is proper so to do.

Section 3 - Transfer of Shares:

(a) Transfers of shares of FSG shall be made on the share records of FSG only by the holder of record thereof, in person or by his or her duly authorized attorney, upon surrender of the certificate or certificates representing such shares, with an assignment or power of transfer endorsed thereon or delivered therewith, duly executed, with such proof of the authenticity of the signature and of authority to transfer and of payment of transfer taxes as FSG or its agents may require.

(b) FSG shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

No shareholder shall pledge as collateral for indebtedness any of his or her shares of stock without first obtaining the written consent of a majority of the disinterested members of the Board of Directors of FSG.

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Section 4 – Record Date:

In lieu of closing the share records of FSG, the Board of Directors may fix, in advance, a date not exceeding fifty (50) days, nor fewer than (10) days, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining the shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, except that the record date for determining the eligibility of shares to be voted on at any election for directors, shall be no fewer than 20 days next preceding such election of directors; the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the resolution of the Directors relating thereto is adopted. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided for herein, such determination shall apply to any adjournment thereof unless the Directors fix a new record date for the adjourned meeting.

ARTICLE VI - DIVIDENDS

Subject to applicable law, dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the Board of Directors may determine.

ARTICLE VII - FISCAL YEAR

The fiscal year of FSG shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VIII - CORPORATE SEAL

Section 1 – Seal:

The FSG seal shall be in such form as shall be approved from time to time by the Board of Directors. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

Section 2 - Affixing Seal:

Whenever FSG is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to impress, affix or reproduce a facsimile thereof adjacent to the signature of the authorized officer.

ARTICLE IX - AMENDMENTS

Section 1 – By Shareholders:

All Bylaws of FSG shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of shareholders holding of record in the aggregate at least a majority of the outstanding shares entitled to vote in the election of Directors at any annual or special meeting of shareholders, provided that the notice or waiver of notice of such meeting shall have summarized or set forth in full therein the proposed amendment.

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Section 2 - By Directors:

The Board of Directors shall have power to make, adopt or amend Bylaws of FSG, except that the Board of Directors shall have no power effectively to change the quorum for meetings of shareholders or of the Board of Directors, or to effectively change any provisions of the Bylaws with respect to the removal of directors or the filling of vacancies in the Board of Directors resulting from removal by the shareholders; provided, however, that the shareholders entitled to vote with respect thereto as in this Article IX above-provided may alter, amend or repeal Bylaws made by the Board of Directors by a majority vote of the shareholders. If any Bylaw regulating an impending election of Directors is adopted by the Board of Directors, that effectively amends or repeals a regulation concerning the method, notice, quorum necessary or otherwise substantially affecting the means for conducting an impending election of the Board of Directors, there shall be set forth in the notice of the next meeting of shareholders for the election of Directors, the Bylaw so made and adopted together with a concise statement of the changes made.

ARTICLE X - INDEMNITY

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of FSG) by reason of the fact that he or she is or was a director, officer, employee or agent of FSG, or is or was serving at the request of FSG as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified by FSG against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of FSG, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of FSG, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Any indemnification under the foregoing provisions shall be made by FSG only as authorized in the specific case upon a determination that indemnification of a director, officer, employee or agent is proper in the circumstances because he or she had met the applicable standard of conduct set forth above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings, or if such a quorum is not obtainable, or even if obtainable and the quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by FSG in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by FSG as herein authorized.

The indemnification herein provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

FSG may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of FSG as a Director, Officer, Employee or

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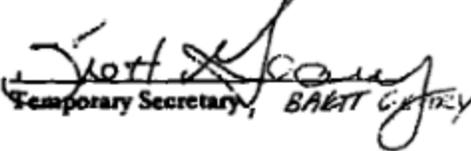
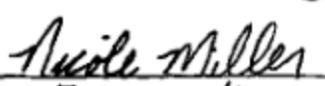
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Agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not PSG would have the power to indemnify him or her against such liability under the provisions above set forth.

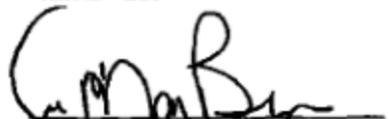
For purposes of this Article, references to "PSG" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a Director, Officer, Employee or Agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise, shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

Adopted this 2 day of ^{June} ~~May~~, 2014 at the meeting of the Incorporators.


Temporary Chairman, ERIKA KELLERNALS

Temporary Secretary, BRETT GRAY

Temporary Treasurer, NICOLE MILLER

TERRITORY OF THE UNITED STATES VIRGIN ISLANDS)
DISTRICT OF ST. THOMAS/ST. JOHN) ss:
Erika Kellernals)
Brett Gray)
Nicole Miller)

BEFORE ME, the undersigned, Erika Kellernals, Brett Gray, Nicole Miller, on this 2nd day of June, 2014, personally appeared before me, and who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements contained within this document are true.


Notary Public

GINA MARIE BRYAN
NOTARY PUBLIC NP-76-13
COMMISSION EXPIRES 09/05/17
ST. THOMAS/ST. JOHN, USVI

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