

CT CORPORATION

F02000000773

CORPORATION(S) NAME

FILED
02 FEB 14 PM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

National Financial Partners Corp.

Q02A00004262

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

BK

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02 FEB 14 AM 3:01
DIVISION OF CORPORATION

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

2/14/02

Order#: 5119819
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 -02/15/02--01002--004
 *****70.00 *****70.00

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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02 FEB 24 PM 1: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. National Financial Partners Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 13-4029115
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 27, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 787 7th Avenue, 49th Floor, New York, NY 10019
(Current mailing address)

8. to engage in any lawful act or activity for which corporations may be organized and incorporated under the FBCA.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Cornelia Bryan

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Stephanie S. Olson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephanie Scherr Olson, Vice President
(Typed or printed name and capacity of person signing application)

Attachment to Section 12

02 FEB 14 PM 2:25
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

| Title | Name | Residential Address |
|--|-------------------------|---|
| President & CEO | Bibliowicz, Jessica | 8 Geo. Langeloh Court, Rye, NY 10580 |
| Executive V.P. & CFO | Biderman, Mark | 47 East 88 th Street, New York, NY 10128 |
| Executive V.P. & General Council | Kleinberg, Robert | 1016 5 th Avenue, 11D, New York, NY 10028 |
| Senior V.P. and Chief Technology Officer | Goldberg, Gerald | 13 Clearmeadow Lane, Woodbury, NY 11797 |
| Senior V.P./Product Development/E-Commerce | Holtz, Elliot | 620 Braeburn Lane, Narberth, PA 19072 |
| Senior V.P./M&A | Becue, Mark | 1229 Westover Road, Stamford, CT 06902 |
| Vice President & Assistant Secretary | Hammond, Douglas | 394 West Neck Road, Lloyd Harbor, NY 11743 |
| Vice President | Scherr Olson, Stephanie | 400 East 55 th Street, #10H, New York, NY 10022 |
| Vice President and Controller | Becker, Lawrence | 8039 Harbor View Terrace, Brookly, NY 11209 |
| Vice President | Goldman, Michael | 42 West 75 th Street, #3A, New York, NY 10023 |
| Assistant V.P. and Assistant Secretary | Katz, Miriam | 52 Roanoke St, Staten Island, NY 10314 |
| | | |
| Director | Rowan, Marc J. | 944 Park Ave #15, New York, NY 10028 |
| Director | Becker, Marc E. | 177 E. 77 th Street, Apt. 7A, New York, NY 10021 |
| Director | Rosen, Robert | 282 North Avenue, Westport, Ct 06880 |
| Director | Bibliowicz, Jessica | 8 Geo. Langeloh Court, Rye, NY 10580 |

| Title | Name | Residential Address |
|----------|------------------|--|
| Director | Callahan, Bruce | 4101 Bennedict Lane, Austin, TX 78746 |
| Director | Carter, Robert | 513 Konstanty Circle, Austin, TX 78746 |
| Director | Schwartz, Jerome | 4712 Fisher Island Drive, Fisher Island, FL 33109 |

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

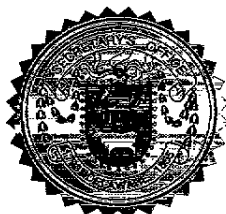
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL FINANCIAL PARTNERS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
02 FEB 16 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2939469 8300

AUTHENTICATION: 1610889

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DATE: 02-13-02