

FB3000151223

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000335231 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850)222-1092  
Fax Number : (850)222-9428

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 DEC 15 AM 7:37

FLORIDA PROFIT CORPORATION OR P.A.

AS Merger Corp.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

12-11

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 DEC 15 AM 7:37

ARTICLES OF INCORPORATION  
OF  
AS MERGER CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be AS MERGER CORP.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 787 Seventh Avenue, 49<sup>th</sup> Floor, New York, NY 10019, and the mailing address of the corporation shall be the same.

ARTICLE III

PURPOSE

This corporation may operate as an insurance agency; to sell, distribute and service insurance products; engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

BOARD OF DIRECTORS

The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the By-Laws of the Corporation. The election of directors of the Corporation need not be by ballot unless the By-Laws so require.

## ARTICLE V

### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

## ARTICLE VI

### REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the corporation at that address is C T Corporation System.

## ARTICLE VII

### TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VIII

### INDEMNIFICATION AND LIMITATION OF DIRECTOR LIABILITY

The Company shall, to the fullest extent permitted by the Business Corporation Act of Florida, as the same may be from time to time amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the Business Corporation Act of Florida from and against any and all of the expenses, liabilities or other matters referred to in or covered by the Business Corporation Act of Florida, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-law, resolution of shareholders, resolution of directors, agreement or otherwise, as permitted by the Business Corporation Act of Florida, as to action in any capacity in which he served at the request of the Company.

A director of the Company shall not be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Business Corporation Act of Florida is amended after the date of incorporation of the Company to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be deemed to be eliminated or limited to the fullest extent permitted by the Business Corporation Act of Florida, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

#### ARTICLE IX

##### AMENDMENTS

The Corporation reserves the right to amend this Articles of Incorporation in any manner permitted by Florida Law and all rights and powers conferred upon stockholders, directors and officers herein are subject to this reservation.

#### ARTICLE X

##### POWERS OF THE COURTS

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of the Business Corporation Act of Florida or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Business Corporation Act of Florida order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

#### ARTICLE XI

##### INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Daniel Yi  
c/o National Financial Partners Corp.  
787 Seventh Avenue, 49<sup>th</sup> Floor  
New York, NY 10019

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C T CORPORATION SYSTEM

Connie Bryan  
Name: **CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

12/12/2003  
Date

INCORPORATOR

Daniel Yi  
Daniel Yi

12/12/03  
Date