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REFERENCE : 581020 7	197172 SSE P
AUTHORIZATION: latricia	that The 20
COST LIMIT : \$ \(\forall 0.00 \)	LORDING CO
ORDER DATE: November 19, 2001 ORDER TIME: 10:03 AM ORDER NO: 581020-005 CUSTOMER NO: 7197172	O1 NOV 26 A DIVISION OF CUM
CUSTOMER: Ms. Miriam Katz National Financial Partners 787 7th Avenue 49th Floor New York, NY 10019	200004692762
FOREIGN FILINGS	LEASE call on
NAME: HOWARD KAYE INSURANCE AGENCY, INC.	
XXXX QUALIFICATION (TYPE: CO)	Thanks,
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING	i: Sois
CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	BK
CONTACT PERSON: Sara Lea EXT# 1114	- ·

EXAMINER:

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBM REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA Howard Kaye Insurance Agency, Inc. (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.) (FEI number, if applicable) (State or country under the law of which it is incorporated) (Duration: Year corp. will cease to exist or "perpetual") (Date of incorporation) 12/2000 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 5100 Town Center Circle, Suite 440, Tower II, Boca Raton, FL 33486 (Principal office address) c/o National Financial Partners Corp., 787 Seventh Ave., 49th Fl., New York, NY 10/14 (Current mailing address) Personal insurance, estate planning and wealth creation (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) Corporation Service Company Name: 1201 Hays Street Office Address: Tallahassee , Florida 32301 (City)

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 fumiliar with and accept the obligations of my position as registered agent.

Corporation Service Company

Tabatha Mullum (ASS+ M)

(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 business addresses of officers and/or directors:

A. DIRECTORS Chairman: See attached officers/directors rider Vice Chairman: ___ Address: ___ Director: _ Address: _ Director: _ Address: _ **B. OFFICERS** President: See attached officers/directors rider 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. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) (Typed or printed name and capacity of person signing application)

Directors, Officers Report

Howard Kaye Insurance Agency, Inc.

Monday, November 12, 2001

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TALLAHASSEE, FIATE
TALLAHASSEE, FIATE

DIRECTORS

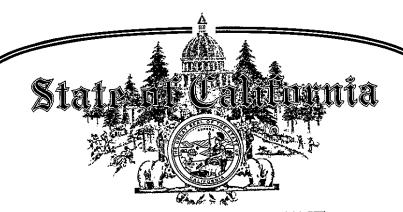
Ross Campbell Alan L. Kaye Barry Kaye Director Director Director

OFFICERS

Howard S. Kaye Ross Campbell Douglas W. Hammond President
Vice President
Vice President
Assistant Secretary
Vice President
Assistant Secretary

Lori Lieser Miriam I. Katz

Address for all directors and officers: c/o National Financial Partners Corp., 787 Seventh Avenue, 49th Floor, New York, NY 10019



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

TELLED ON 3: 05
SECRETARIANSSEE, FLORIDA
SECRETARIANSSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

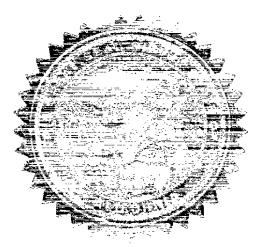
That on the 7th day of December, 1998, HOWARD KAYE INSURANCE AGENCY, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of November 20, 2001.

BILL JONES Secretary of State

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