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MERGER OR SHARE EXCHANGE

ADVANCED SETTLEMENTS, LLC

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**ARTICLES OF MERGER OF ADVANCED SETTLEMENTS, LLC,**  
**a Florida limited liability company, Document L000000015760**  
**WITH AND INTO**  
**NFP RESOURCES III INSURANCE AGENCY, INC.,**  
**an Ohio corporation**

FO4-425

Pursuant to the provisions of Section 608.438 of the Florida Statutes, the undersigned entities hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of Advanced Settlements, LLC, a Florida limited liability company ("Advanced Settlements"), with and into NFP Resources III Insurance Agency, Inc., an Ohio corporation ("NFP"), is set forth below:

1. Advanced Settlements shall merge with and into NFP with NFP being the surviving entity pursuant to the terms of that certain Merger Agreement (the "Merger Agreement") between NFP, National Financial Partners Corp., a Delaware corporation, NFP, Sean McNealy, Scott Kirby and Matthew Ganovsky, dated January 7, 2004. Upon the effective date of the merger, NFP shall be known as Advanced Settlements, Inc.

2. Upon the consummation of the merger of Advanced Settlements with and into NFP, the separate existence of Advanced Settlements shall cease. NFP, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Ohio. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of NFP shall not be affected by the merger and upon the merger, NFP, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Advanced Settlements. All rights of creditors and any person or persons dealing with Advanced Settlements, shall be preserved and remain unimpaired by the merger, all liens upon the properties of Advanced Settlements shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Advanced Settlements shall henceforth attach to NFP and may be enforced against NFP to the same extent as if such obligations and duties had been incurred by NFP. Additionally, any existing claim or action or proceeding pending by or against Advanced Settlements or NFP may be continued as if the merger did not occur, or NFP may be substituted in such proceedings for Advanced Settlements.

3. The manner and basis of converting interests of Advanced Settlements into NFP are as follows:

a. At the effective date of the merger, each share of common stock of NFP shall thereafter constitute all of the issued and outstanding capital stock of NFP, the surviving entity.

b. At the effective date of the merger, all ownership and economic interests of Advanced Settlements shall be converted into an aggregate of 243,478 shares of common stock in National Financial Partners Corp., a Delaware corporation, sole shareholder of NFP, and certain cash, pursuant to the terms of the Merger Agreement. All

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Advanced Settlements membership interests, by virtue of the merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be cancelled and retired and shall cease to exist, and each holder shall thereafter cease to have any rights with respect to such membership interest.

4. The Articles of Incorporation and the Bylaws of NFP in effect immediately prior to the effective date of the Merger shall be the Articles of Incorporation and the Bylaws of the surviving entity.

#### ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by Advanced Settlements in accordance with Section 608.4381, Florida Statutes, and by NFP in accordance with Ohio Business Corporation Law, both by unanimous written consent. The Members of Advanced Settlements have waived their rights to receive prior written notice of the Plan of Merger by written consent dated as of the 26th day of January, 2004.

#### ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Ohio.

#### ARTICLE IV - APPOINTMENT OF SECRETARY OF STATE

1. The principal business address of the surviving entity is 2101 Park Center Drive, Orlando, Florida 32835. The surviving entity's state of organization is Ohio.

2. The surviving entity, NFP, has appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of each limited liability company that is a party to the merger.

3. The surviving entity has agreed to promptly pay to any dissenting members the amount, if any, for which such dissenting members are entitled under Section 608.4384, Florida Statutes.

DATED: this 30<sup>th</sup> day of January, 2004.

ADVANCED SETTLEMENTS, LLC,  
a Florida limited liability company

By: Stan McNally

Stan McNally, Member

By: Matthew Ganovsky

Matthew Ganovsky, Member

By: Scott Kirby

Scott Kirby, Member

NFP RESOURCES III INSURANCE  
AGENCY, INC., an Ohio corporation

By: Douglas W. Hammond

DOUGLAS W. HAMMOND  
VICE PRESIDENT AND SECRETARY

SECRETARY  
TALLAHASSEE

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