

F 50462

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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-09/30/99-01039-005
*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Eisenberg Merger Corp. P99-16516
(Corporation Name) (Document #)
2. Into Eisenberg Financial Group, Inc. F50462
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in
 Pick up time 9/30
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 RECEIVED
 99 SEP 30 PM 2:31
 99 SEP 30 AM 11:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
<input checked="" type="checkbox"/> Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

C. COULLETTE SEP 30 1999

Examiner's Initials	
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ARTICLES OF MERGER
Merger Sheet

MERGING:

EISENBERG MERGER CORP.

INTO

EISENBERG FINANCIAL GROUP, INC., a Florida entity, F50462

File date: September 30, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES of MERGER
of
EISENBERG MERGER CORP.
into
EISENBERG FINANCIAL GROUP, INC.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.:

FIRST: The name and jurisdiction of the Surviving Corporation is:
Eisenberg Financial Group, Inc. Florida

SECOND: The name and jurisdiction of the Merging Corporation is:
Eisenberg Merger Corp. Florida

THIRD: The Plan of Merger is attached.

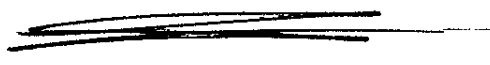
FOURTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State or at the earliest date thereafter approved by the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on February 19, 1999.

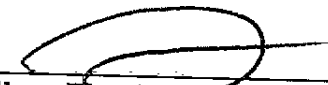
SIXTH: The Plan of Merger was adopted by the shareholders of the Merging Corporation on February 19, 1999.

Signed this 15th the day of September, 1999.

EISENBERG MERGER CORP.

By: 
Edward A. Christensen
Vice President

EISENBERG FINANCIAL GROUP, INC.

By: 
Glenn Eisenberg
President, Secretary and Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN of MERGER
of
EISENBERG MERGER CORP.
into
EISENBERG FINANCIAL GROUP, INC.

The following Plan of Merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of the State of Florida:

FIRST: The name and jurisdiction of the Surviving Corporation is:

Eisenberg Financial Group, Inc. Florida

SECOND: The name and jurisdiction of the Merging Corporation is:

Eisenberg Merger Corp. Florida

THIRD: The terms and conditions of the merger are as follows:

Eisenberg Merger Corp. shall merge with and into Eisenberg Financial Group, Inc., with Eisenberg Financial Group, Inc. as the Surviving Corporation. The merger shall be effective on the date that these Articles of Merger are filed with the Florida Department of State (the "Effective Time") or at the earliest date thereafter approved by the Florida Department of State.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the Surviving Corporation, or in whole or in part, into cash or other property are as follows:

(1) Each share of common stock of Eisenberg Merger Corp., issued and outstanding at the Effective Time, shall be converted into one share of common stock of the Surviving Corporation. Such newly issued shares shall thereafter constitute all of the issued and outstanding capital stock of the Surviving Corporation.

(2) All of the shares of Eisenberg Financial Group, Inc. common stock issued and outstanding at the Effective Time shall be converted into an aggregate of 5,610,000 shares of common stock of National Financial Partners Corp., a Delaware corporation and \$990,000 in cash. All shares of Eisenberg Financial Group, Inc. common stock by virtue of the Merger and without any action on the part of the holders thereof, shall no longer be outstanding and shall be

canceled and retired and shall cease to exist, and each holder of a certificate representing such shares shall thereafter cease to have any rights with respect to such shares;

At the Effective Time, (i) the Articles of Incorporation of Eisenberg Merger Corp. as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation except that Article I shall read "The name of this Corporation is 'Eisenberg Financial Group, Inc.'" and (ii) the By-laws of Eisenberg Merger Corp. in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation, in each case until amended in accordance with applicable law.