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2001 JUL 17 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 222905 7197172
AUTHORIZATION :
COST LIMIT : \$ 35.00 *Patricia P. [Signature]*

ORDER DATE : July 16, 2001
ORDER TIME : 11:56 AM
ORDER NO. : 222905-005
CUSTOMER NO: 7197172

CUSTOMER: Simona Agnolucci, Legal Asst
National Financial Partners
787 7th Avenue
49th Floor
New York, NY 10019

RECEIVED
01 JUL 17 PM 12:51
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: EISENBERG FINANCIAL GROUP,
INC.

EFFECTIVE DATE: 100004481321--9

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

Q. COULLETTE JUL 17 2001

CONTACT PERSON: Janna Wilson ---EXT# 1155

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EISENBERG FINANCIAL GROUP, INC.**

The undersigned do hereby adopt the following Amended and Restated Articles of Incorporation, pursuant to the provisions of the Florida Business Corporation Act.

1. The name of the corporation is Eisenberg Financial Group, Inc.
2. The number of votes cast by the shareholders of this corporation for these Amended and Restated Articles of Incorporation was sufficient for approval. The Board of Directors unanimously approved these Amended and Restated Articles of Incorporation on July 13, 2001.
3. The following Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation of the corporation and all amendments to them:

FIRST: The corporate name for the corporation is Eisenberg Financial Group, Inc. (hereinafter called the "Corporation" or the "Company").

SECOND: The street address and mailing address of the principal office of the Corporation is 787 7th Avenue, 49th Floor, New York, New York 10019.

THIRD: The total number of shares of capital stock that the Company is authorized to issue is 1,000 shares, consisting of 1,000 shares of common stock, \$0.01 par value per share.

FOURTH: The street address of the registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the registered agent of the Corporation at the said registered office is Corporation Service Company.

FIFTH: The purposes for which the Corporation is organized is to transact any lawful business for which a corporation may be incorporated.

SIXTH: The duration of the Corporation shall be perpetual.

SEVENTH: The Company shall, to the fullest extent permitted by the Florida Business Corporation Act, 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 Florida Business Corporation Act from and against any and all of the expenses, liabilities or other matters referred to in or covered by the Florida Business Corporation Act, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled

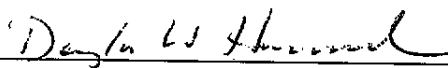
under any By-law, resolution of shareholders, resolution of directors, agreement or otherwise, as permitted by the Florida Business Corporation Act, as to action in any capacity in which he served at the request of the Company.

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 (iv) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act 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 Florida Business Corporation Act, 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.

EIGHTH: 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.

IN WITNESS WHEREOF, Eisenberg Financial Group, Inc. has caused these Articles of Incorporation to be signed on the 16 day of July, 2001.



Douglas W. Hammond, Vice President



Renee R. Noack, Assistant Secretary