

G56167



ACCOUNT NO. : 072100000032

REFERENCE : 706924 4300092

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 23, 2000

ORDER TIME : 12:58 PM

ORDER NO. : 706924-005

800003265648--2

CUSTOMER NO: 4300092

CUSTOMER: Ms. Denise M. Dawson
Schulte Roth & Zabel LLP
900 Third Avenue
19th Floor
New York, NY 10022

ARTICLES OF MERGER

FDR MERGER CORP.

INTO

FDR FINANCIAL GROUP, INC.

FILED
00 MAY 24 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odey

EXAMINER'S INITIALS: _____

00 MAY 24 PM 2:28

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
G. COULLETTE MAY 30 2000

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FDR MERGER CORP., a Florida corporation, P99000072372

INTO

FDR FINANCIAL GROUP, INC., a Florida entity, G56167.

File date: May 24, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 25, 2000

CSC

TALLAHASSEE, FL

SUBJECT: FDR FINANCIAL GROUP, INC.
Ref. Number: G56167

RESUBMIT

Please give original
submission date as file date.

5/24/00

We have received your document for FDR FINANCIAL GROUP, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 200A00029807

RECEIVED
00 MAY 30 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES of MERGER
Of
FDR MERGER CORP.
Into
FDR FINANCIAL GROUP, INC.

FILED
00 MAY 24 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

FDR Financial Group, Inc. Florida

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

FDR Merger Corp. Florida

THIRD: The Plan of Merger is attached.

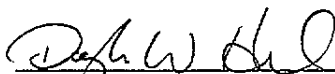
FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on May 1, 2000.

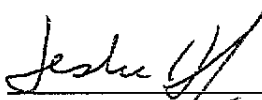
SIXTH: The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on May 1, 2000.

Signed this 18th day of May, 2000.

FDR MERGER CORP.

By: 
Douglas W. Hammond
Vice President

FDR FINANCIAL GROUP, INC.

By: 
Leslie H. Zuckerman
President

PLAN Of MERGER
Of
FDR MERGER CORP.
Into
FDR 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 Delaware:

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

FDR Financial Group, Inc. Florida

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

FDR Merger Corp. Florida

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

FDR Merger Corp. shall merge with and into FDR Financial Group, Inc., with FDR Financial Group, Inc. as the Surviving Corporation. The merger shall be effective on the date that the Articles of Merger are filed with the Florida Department of State (the "Effective Time").

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 FDR Merger Corp., issued and outstanding at the Effective Time, shall be converted into one share of common stock of FDR Financial Group, Inc. 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 FDR Financial Group, Inc. common stock issued and outstanding at the Effective Time shall be converted into an aggregate of 1,111,111 shares of National Financial Partners Corp., a Delaware corporation, common stock. All shares of FDR Financial Group, Inc. common stock, outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder 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 FDR 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 'FDR Financial Group, Inc.'" and (ii) the By-laws of FDR Merger Corp. as 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 the laws of the State of Florida. A copy of the Articles of Incorporation of the Surviving Corporation is attached hereto as Exhibit A.

68100 710005-1

EXHIBIT A

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

The undersigned director, pursuant to the merger between FDR Merger Corp. and FDR Financial Group, Inc. updates the Articles of Incorporation to read as follows:

FIRST: The name of the corporation is FDR Financial Group, Inc.

SECOND: The street address of the principal office, and if different, the mailing address of the corporation is: 1301 Avenue of the Americas, 30th floor, New York, NY 10019.

THIRD: The number of shares the corporation is authorized to issue is 1,000.


FOURTH: The street address of the registered office of the corporation is: c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301, and the name of its registered agent at such address is Corporation Service Company.

FIFTH: The names and address of the persons who are to serve as directors are:

Ross Campbell, 500 West Madison Street, Suite 3650, Chicago, Illinois 60661

Jeffrey Solodkin, 4000 Hollywood Blvd. Suite 495 South, Hollywood, Florida 33021

Leslie Zuckerman, 4000 Hollywood Blvd. Suite 495 South, Hollywood, Florida 33021



Ross Campbell
Director

5/18/2000
Date: May 18, 2000

Corporation Service Company is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida statutes.

Corporation Service Company

**Deborah D. Skipper
as its agent**

By: 

Date: 5/30/00

Deborah D. Skipper
as its agent