

CT CORPORATION

G56167

October 21, 2002

Secretary of State, Florida  
409 East Gaines Street  
N/A  
Tallahassee FL 32399

FILED  
02 OCT 21 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 5704289 SO  
Customer Reference 1:  
Customer Reference 2:

800008480468--3  
-10/21/02--01077--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Secretary of State, Florida:

Please file the attached:

FDR Financial Group, Inc. (FL)  
Merger (Survivor)  
Florida

(T) Certified Copy Needed

RECEIVED  
02 OCT 21 PM 12:12  
CLERK OF COURT  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

800008480468--3  
-10/21/02--01077--003  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Melanie S Strickland  
Fulfillment Specialist  
Melanie\_Strickland@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coulliette OCT 22 2002



ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HOWARD WINITSKY AND ASSOCIATES, INC., a Florida corporation, M95335

INTO

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

File date: October 21, 2002

Corporate Specialist: Cheryl Coulliette





FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

October 21, 2002

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HOWARD WINITSKY AND ASSOCIATES, INC.  
Ref. Number: M95335

We have received your document for HOWARD WINITSKY AND ASSOCIATES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of this merging corporation must be exactly as we show it on our records as shown above.

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) 245-6903.

To: Cheryl Coulliette  
Document Specialist

Letter Number: 702A00058219

From: Melanie / CT  
Needs 10-21-02  
Filing date please.

Thank you  
10-22-02  
11:00

RECEIVED  
02 OCT 22 AM 11:12  
DIVISION OF CORPORATION



**Articles Of Merger  
Of  
Howard Winitsky And Associates, Inc.  
Into  
FDR 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:

<u>Name</u>	<u>Jurisdiction</u>
FDR Financial Group, Inc.	Florida

**SECOND:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Howard Winitsky And Associates, Inc.	Florida
FDR Financial Group, Inc.	Florida

**THIRD:** The Plan of Merger is attached hereto as Exhibit A.

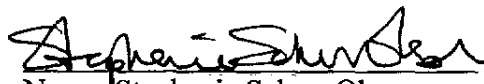
**FOURTH:** The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State ("Effective Time").

**FIFTH:** The Plan of Merger was adopted by Board of Directors of the surviving corporation on October 9, 2002 and shareholder approval was not required.

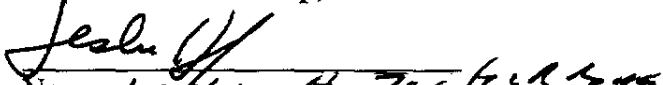
**SIXTH:** The Plan of Merger was adopted by the Board of Directors of the merging corporation on October 9, 2002 and shareholder approval was not required.

October 10, 2002.

**Howard Winitsky And Associates, Inc.**

  
Name: Stephanie Scherr Olson  
Title: Vice President

**FDR Financial Group, Inc.**

  
Name: Leif A. Zuckerman  
Title: President

FILED  
02 OCT 21 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**Plan of Merger**  
**Of**  
**Howard Winitsky And Associates, Inc.**  
**Into**  
**FDR Financial Group, Inc.**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** Howard Winitsky And Associates, a Florida corporation ("Winitsky") and FDR Financial Group, Inc., a Florida corporation ("FDR") are wholly owned subsidiaries of National Financial Partners Corp., a Delaware corporation (the "Corporation").

**Second:** The Corporation desires to merge Winitsky into FDR effective upon the date the Articles of Merger are filed with the Department of State of the State of Florida ("Effective Time").

**Third:** Each share of common stock of FDR 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 such surviving corporation.

**Fourth:** All shares of Winitsky common stock 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.

**Fifth:** At the Effective Time, (i) the Certificate of Incorporation of FDR as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the surviving corporation, and, (ii) the By-laws of the FDR in effective prior to the Effective Time shall be the By-laws of the surviving corporation, in each case until amended in accordance with applicable law.