

# K86004

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

600002962916--3

-08/18/99--01034--011

\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

600002962916--3

-08/18/99--01034--012

\*\*\*\*\*43.75 \*\*\*\*\*43.75

1. J.T. Butwin Corp.

(Corporation Name)

K86004

(Document #)

2. Butwin Merger Corp.

(Corporation Name)

99963006

(Document #)

Merger

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

8/18



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

## NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

## AMENDMENTS

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

## OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

## REGISTRATION/ QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

FILED  
AUG 18 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 AUG 18 AM 11:05  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

X00789, 00524, 00672

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BUTWIN MERGER CORP., a Florida corporation P99000063006

,

INTO

**THE J. T. BUTWIN CORPORATION**, a Florida entity, K86004

File date: August 18, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 18, 1999

Capitol Services  
1406 Hays Street  
Suite 2  
Tallahassee, FL 32301

SUBJECT: THE J. T. BUTWIN CORPORATION  
Ref. Number: K86004

We have received your document for THE J. T. BUTWIN CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please redo exhibit A to show the Articles of Incorporation the way you want them to read now. The Articles of Incorporation that you submitted are the original articles and some of the information is not pertinent.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 799A00041648

RECEIVED  
SEP 28 AM 10:50  
SEP 30 AM 11:02  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

\*Please delete the  
initial in exhibit A.  
Need Original RA Signature

**ARTICLES of MERGER**  
**Of**  
**BUTWIN MERGER CORP.**

**Into**  
**THE J. T. BUTWIN CORPORATION**

99 AUG 18 PM 2:10  
FILED  
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:

The J. T. Butwin Corporation Florida

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

Butwin 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 but not prior to August 1, 1999.

**FIFTH:** The Plan of Merger was adopted by the shareholders of the Surviving Corporation on July 16, 1999.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the Merging Corporation on July 16, 1999.

Signed this 30 the day of July, 1999.

**BUTWIN MERGER CORP.**

By: 

Edward A. Christensen  
Vice President

**THE J. T. BUTWIN CORPORATION**

By: 

Jerome T. Butwin  
President

certificate representing such shares shall thereafter cease to have any rights with respect to such shares;

Amendments to the Articles of Incorporation of the Surviving Corporation are indicated below:

At the Effective Time, (i) the Articles of Incorporation of Butwin Merger Corp. as in effect immediately prior to the Effective Time (which is in the form of Exhibit A attached hereto) shall be the Articles of Incorporation of the Surviving Corporation except that Article I shall read "The name of this Corporation is 'The J. T. Butwin Corporation'" and (ii) the By-laws of Butwin 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 the laws of the State of Florida.

From and after the Effective Time, the officers of The J. T. Butwin Corporation shall be the officers of the Surviving Corporation, and the directors of the Surviving Corporation shall consist of Jerome T. Butwin, Suzanne B. Bell and Edward A. Christensen.

## ***PLAN Of MERGER***

*Of*

**BUTWIN MERGER CORP.**

## Intro

**THE J. T. BUTWIN CORPORATION**

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:

The J. T. Butwin Corporation Florida

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

Butwin Merger Corp. Florida

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

Butwin Merger Corp. shall merge with and into The J. T. Butwin Corporation, with The J. T. Butwin Corporation 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 but not earlier than August 1, 1999 (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 Butwin Merger Corp., issued and outstanding at the Effective Time, shall be converted into one share of common stock of the Surviving Corporation;

(2) All of the shares of The J. T. Butwin Corporation common stock issued and outstanding at the Effective Time shall be converted into an aggregate of 1,480,000 shares of National Financial Partners Corp., a Delaware corporation, common stock. All shares of The J. T. Butwin Corporation 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

EXHIBIT A

ARTICLES OF INCORPORATION  
OF

THE J. T. BUTWIN CORPORATION

The undersigned director, pursuant to the merger between Butwin Merger Corp. and The J. T. Butwin Corporation updates the Articles of Incorporation to read as follows:


FIRST: The name of the corporation is: The J. T. Butwin Corporation.

SECOND: The street address of the ~~initial~~ principal office, and, if different, the mailing address of the corporation is: Three First National Plaza, 70 West Madison, Suite 1400, Chicago, IL 60602.

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

FOURTH: The street address of the ~~initial~~ registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its ~~initial~~ registered agent at such address is C T Corporation System.

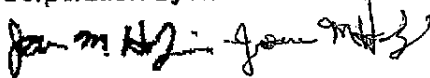
FIFTH: The names and addresses of the persons who are to serve as ~~initial~~ directors are:  
Edward A. Christensen, Three First National Plaza, 70 West Madison, Suite 1400, Chicago, IL 60602.  
Kristine A. Klopach, Three First National Plaza, 70 West Madison, Suite 1400, Chicago, IL 60602.

  
Kristine A. Klopach  
Director

14 July '99 Signature  
Date

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

By   
PL001 - C T System Online

Date

James M. Halpin  
Assistant Secretary