

L07000099038

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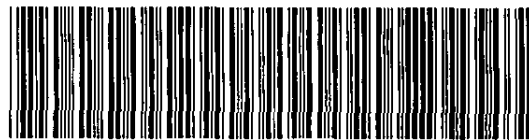
(Business Entity Name)

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DATE: 6/25/13

NAME: NFP/AMP HOLDINGS, LLC

TYPE OF FILING: AMENDED ANR RESTATED ARTICLES

COST: 55.00

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 26, 2013

FLORIDA FILING & SEARCH SERVICES, INC.

Handwritten note:
Keep the Co.
Thanks! (CB)

SUBJECT: NFP/AMP HOLDINGS, LLC
Ref. Number: L07000099038

We have received your document for NFP/AMP HOLDINGS, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

The document number of the name conflict is #L09000080514, ALTERITY GROUP, LLC.

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) 245-6051.

Joey Bryan
Regulatory Specialist II

Letter Number: 613A00015958

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
NFP/AMP HOLDINGS, LLC**

Pursuant to the provisions of the Florida Statutes, the company hereinafter named does hereby adopt the following Amended and Restated Articles of Organization:

1. The name of the company is NFP/AMP HOLDINGS, LLC.
2. It is organized under the laws of the State of Florida.
3. The Amended and Restated Articles of Organization was approved by the Board of Managers and the Sole Member of the Company on June 24, 2013. The number of votes cast for the amendment was sufficient for approval.
4. The following Amended and Restated Articles of Organization supersede the original Articles of Organization and all amendments to them:

ARTICLE ONE: The name of the Limited Liability Company is NFP/AMP HOLDINGS, LLC (hereinafter called the "Company").

ARTICLE TWO: The street address of the principal office of the Company is 340 MADISON AVENUE, 20TH FLOOR, NEW YORK, NY 10173. The mailing address of the Company is c/o NFP, 500 MADISON STREET, SUITE 2400, CHICAGO, IL 60661

ARTICLE THREE: The street address of the registered office of the Company in the State of Florida is c/o C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324

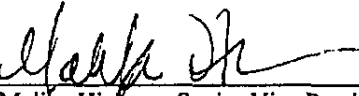
ARTICLE FOUR: The management of the Company shall be vested in the following Managers:

Annemarie V. Long, c/o NFP, 1250 Capital of TX Hwy, Bldg 2, Ste 125, Austin, TX 78746
Malika Hinkson, c/o NFP, 340 Madison Avenue, 20th Floor, New York, NY 10173
Brett Schneider, c/o NFP, 340 Madison Avenue, 20th Floor, New York, NY 10173

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization on the 24th day of June, 2013.

NATIONAL FINANCIAL PARTNERS CORP.

By: 
Malika Hinkson, Senior Vice President