

# P0000027131



ACCOUNT NO. : 072100000032

REFERENCE : 626100 7197172

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : March 15, 2000

ORDER TIME : 3:59 PM

ORDER NO. : 626100-005

700003171957--1

CUSTOMER NO: 7197172

CUSTOMER: Ms. Miriam Katz  
NATIONAL FINANCIAL PARTNERS  
NATIONAL FINANCIAL PARTNERS  
1301 Avenue Of The Americas  
30th Floor  
New York, NY 10019

DOMESTIC FILING

NAME: BISHOP MERGER CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

*CP 3/17/00*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 16 AM 9:01

RECEIVED  
00 MAR 16 AM 8:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR 16 AM 9:01

ARTICLES OF INCORPORATION  
OF  
BISHOP MERGER CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BISHOP MERGER CORP.

The address of the principal office of this corporation shall be 1301 Avenue Of The Americas, 30th Floor, New York, New York 10019, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

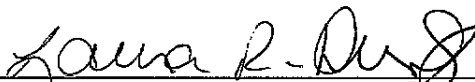
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on March 15, 2000.

  
\_\_\_\_\_  
Its Agent, Laura R. Dunlap  
Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR 16 AM 9:01

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap  
Authorized Service Representative  
Corporation Service Company

TFF/ebc