



THE UNITED STATES
CORPORATION
C O M P A N Y

PO00000027131

ACCOUNT NO. : 072100000032

REFERENCE : 768749 4300092

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 70.00

ORDER DATE : July 19, 2000

ORDER TIME : 10:50 AM

ORDER NO. : 768749-005

CUSTOMER NO: 4300092

200003329582--3

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

*Merger &
Name Change*

ARTICLES OF MERGER

BISHOP, ORTIZ & LOCASCIO
ASSOCIATES, INC.

INTO

BISHOP MERGER CORP.

FILED
00 JUL 20 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Pollye Janisse

EXAMINER'S INITIALS:

RECEIVED
00 JUL 20 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATE AND
TALLAHASSEE, FLORIDA

*AJR
7/20/00*

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BISHOP, ORTIZ & LOCASCIO ASSOCIATES, INC., a Florida corp. G72320

INTO

BISHOP MERGER CORP. which changed its name to

BISHOP, ORTIZ & LOCASCIO ASSOCIATES, INC., a Florida entity,
P00000027131.

File date: July 20, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER
Of
BISHOP, ORTIZ & LOCASCIO ASSOCIATES, INC.
Into
BISHOP MERGER CORP.

FILED
00 JUL 20 PM 3:50
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:

Bishop Merger Corp. Florida

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

Bishop, Ortiz & LoCascio Associates, Inc. Florida

THIRD: The Plan of Merger is attached.

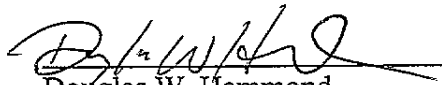
FOURTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

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

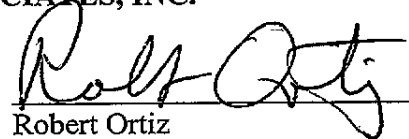
SIXTH: The Plan of Merger was adopted by the unanimous vote of the shareholders of the Merging Corporation on July 1, 2000.

Signed this 17 day of July, 2000.

BISHOP MERGER CORP.

By: 
Douglas W. Hammond
Vice President

**BISHOP, ORTIZ & LOCASCIO
ASSOCIATES, INC.**

By: 
Robert Ortiz
President

PLAN Of MERGER
Of
BISHOP, ORTIZ & LOCASCIO ASSOCIATES, INC.
Into
BISHOP MERGER CORP.

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:

Bishop Merger Corp. Florida

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

Bishop, Ortiz & LoCascio Associates, Inc. Florida

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

Bishop, Ortiz & LoCascio Associates, Inc. shall merge with and into Bishop Merger Corp., with Bishop Merger Corp. 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 Bishop Merger Corp., issued and outstanding at the Effective Time shall thereafter constitute all of the issued and outstanding capital stock of the Surviving Corporation.

(2) All of the shares of Bishop, Ortiz & LoCascio Associates, Inc. issued and outstanding at the Effective Time shall be converted into an aggregate of 600,000 shares of common stock, par value \$.01 per share, of National Financial Partners Corp., a Delaware corporation and \$350,000 in cash. All shares of Bishop, Ortiz & LoCascio Associates, Inc., by virtue of the Merger and without any action on the part of the holders thereof, shall no longer be outstanding and shall be cancelled 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: Amendments to the Articles of Incorporation and By-laws of the Surviving Corporation are indicated below:

At the Effective Time, (i) the Articles of Incorporation of Bishop 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 'Bishop, Ortiz & LoCascio Associates, Inc.'" and (ii) the By-laws of Bishop 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.

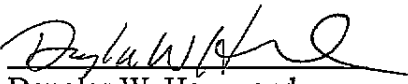
As of the Effective Time, the officers of Bishop, Ortiz & LoCascio Associates, Inc. shall be the officers of the Surviving Corporation, and the directors of the Surviving Corporation shall consist of Anthony P. LoCascio, Robert Ortiz and Ross Campbell.

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BISHOP MERGER CORP.**

The undersigned officer, pursuant to the merger between Bishop, Ortiz & LoCascio Associates, Inc. and Bishop Merger Corp. updates the Articles of Incorporation to read as follows:

- FIRST: The name of the corporation is Bishop, Ortiz & LoCascio Associates, Inc.
- SECOND: The address of the principal office of the corporation is 301 Avenue K SE, Winter Haven, FL 33880.
- THIRD: The number of shares the corporation is authorized to issue is 1,000.
- FOURTH: The 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
- Anthony LoCascio, 301 Avenue K SE, Winter Haven, FL 33880
- Robert Ortiz, 301 Avenue K SE, Winter Haven, FL 33880


Douglas W. Hammond
Vice President

Date: July 17, 2000

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

Corporation Service Company

By:

Date: