



P01000036894

ACCOUNT NO. : 072100000032

REFERENCE : 202486 7197172

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2001 JUN 28 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 27, 2001

ORDER TIME : 11:44 AM

ORDER NO. : 202486-010

CUSTOMER NO: 7197172

600004450436--7

CUSTOMER: Ms. Renee Noack
National Financial Partners
787 7th Avenue
49th Floor
New York, NY 10019

ARTICLES OF MERGER

RCH MERGER CORP.

INTO

RCH FINANCIAL SERVICES, INC.

RECEIVED
01 JUN 28 PM 12:59
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

G. COULLIETTE JUN 28 2001

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RCH MERGER CORP., a Florida corporation, P01000037756

INTO

RCH FINANCIAL SERVICES, INC., a Florida entity, P01000036894.

File date: June 28, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER
OF
RCH MERGER CORP.
INTO
RCH FINANCIAL SERVICES, INC.**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Fla. Stat. ch. 607.1105.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
RCH Financial Services, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
RCH Merger Corp.	Florida
RCH Financial Services, Inc.	Florida

FILED
2001 JUN 28 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The Plan of Merger is attached.

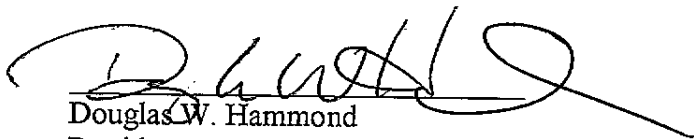
FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State ("Effective Time").

FIFTH: The Plan of Merger was adopted by Board of Directors of the surviving corporation on June 12, 2001, and the shareholders of the surviving corporation approved the Plan of Merger on June 12, 2001.

SIXTH: The Plan of Merger was adopted by the Board of Directors of the merging corporation on June 13, 2001, and the sole shareholder of the merging corporation approved the Plan of Merger on June 13, 2001.

Dated: June 13, 2001

RCH Merger Corp.


Douglas W. Hammond
President

RCH Financial Services, Inc.

Gary Gross
President

**ARTICLES OF MERGER
OF
RCH MERGER CORP.
INTO
RCH FINANCIAL SERVICES, INC.**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Fla. Stat. ch. 607.1105.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
RCH Financial Services, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
RCH Merger Corp.	Florida
RCH Financial Services, Inc.	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 ("Effective Time").

FIFTH: The Plan of Merger was adopted by Board of Directors of the surviving corporation on June 12, 2001, and the shareholders of the surviving corporation approved the Plan of Merger on June 12, 2001.

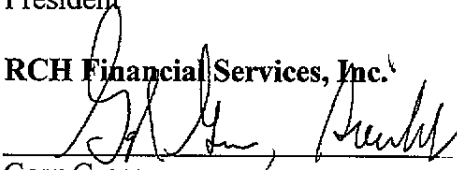
SIXTH: The Plan of Merger was adopted by the Board of Directors of the merging corporation on June 13, 2001, and the sole shareholder of the merging corporation approved the Plan of Merger on June 13, 2001.

Dated: June 13, 2001

RCH Merger Corp.

Douglas W. Hammond
President

RCH Financial Services, Inc.


Gary Gross
President

**PLAN OF MERGER
OF
RCH MERGER CORP.
INTO
RCH FINANCIAL SERVICES, INC.**

The following plan of merger is submitted in compliance with Fla. Stat. ch. 607.1101.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
RCH Financial Services, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
RCH Merger Corp.	Florida
RCH Financial Services, Inc.	Florida

Third: Each share of common stock of RCH Merger Corp. issued and outstanding at the Effective Time (as defined in the Articles of Merger) 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 of the shares of RCH Financial Services, Inc. common stock issued and outstanding at the Effective Time shall be converted into an aggregate of 2,857,143 shares of National Financial Partners Corp. common stock.

Fifth: At the Effective Time, (i) The Restated Articles of Incorporation attached hereto as Exhibit A shall be the Articles of Incorporation of said surviving corporation and, (ii) the By-laws of the RCH Financial Services, Inc. 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.

Exhibit A

**RESTATED
ARTICLES OF INCORPORATION
OF
RCH FINANCIAL SERVICES, INC.**

FIRST: The corporate name for the corporation is RCH Financial Services, Inc. (hereinafter called the "Corporation" or the "Company").

SECOND: The street address and mailing address of the principal office of the Corporation is One Southeast Third Avenue, Tenth Floor, Miami, Florida 33131.

THIRD: The total number of shares of capital stock that the Company is authorized to issue is 1,000 shares, consisting of 1,000 shares of common stock, \$1.00 par value per share.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 200 S. Biscayne Blvd., 43rd Floor, Miami, FL 33131. The name of the initial registered agent of the Corporation at the said registered office is Peninsula Registered Agents, Inc.

FIFTH: The purposes for which the Corporation is organized are to operate as an insurance agency; to sell, distribute and service insurance products; to transact any lawful business for which a corporation may be incorporated.

SIXTH: The duration of the Corporation shall be perpetual.

SEVENTH: The Company shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be from time to time amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the Florida Business Corporation Act from and against any and all of the expenses, liabilities or other matters referred to in or covered by the Florida Business Corporation Act, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-law, resolution of shareholders, resolution of directors, agreement or otherwise, as permitted by the Florida Business Corporation Act, as to action in any capacity in which he served at the request of the Company.

A director of the Company shall not be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional

misconduct or a knowing violation of law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is amended after the date of incorporation of the Company to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be deemed to be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

EIGHTH: The Corporation reserves the right to amend this Articles of Incorporation in any manner permitted by Florida Law and all rights and powers conferred upon stockholders, directors and officers herein are subject to this reservation.