

P01000037756



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 114652 7197172

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

FILED
2001 APR 13 PM 1:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 12, 2001

ORDER TIME : 10:30 AM

ORDER NO. : 114652-005

CUSTOMER NO: 7197172

100004008481--5

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

DOMESTIC FILING

NAME: RCH MERGER CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS:

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR 13 AM 11:33
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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FILED

**ARTICLES OF INCORPORATION
OF
RCH MERGER CORP.**

2001 APR 13 PM 1:16

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation is RCH Merger Corp. (hereinafter called the "Corporation" or the "Company").

SECOND: The street address and mailing address of the principal office of the Corporation is 787 7th Avenue, 49th Floor, New York, New York 10019.

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 c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

NAME

ADDRESS

Renee R. Noack

787 7th Avenue, 49th Floor, New York,
New York 10019

SIXTH: 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.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: 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.

NINTH: 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.

IN WITNESS WHEREOF, RCH Merger Corp. has caused this Articles of Incorporation to be signed by Renee R. Noack, as sole incorporator, on the 12th day of April, 2001.


Renee R. Noack, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
Name:
Title: Deborah D. Skipper
Asst. Secretary

Date: April 13, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA