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MERGER OR SHARE EXCHANGE

UIS MERGER CORP.

Certificate of Status	0
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**ARTICLES OF MERGER
OF
UNIVERSAL INSURANCE SERVICES OF FLORIDA, INC.
INTO
UIS MERGER CORP.**

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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:

<u>Name</u>	<u>Jurisdiction</u>
UIS Merger Corp.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Universal Insurance Services of Florida, Inc.	Florida

THIRD: The Plan of Merger is attached.

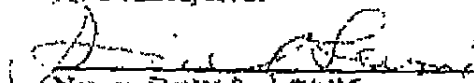
FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State ("Effective Time").

FIFTH: The Plan of Merger was adopted by Board of Directors of the surviving corporation on January [30], 2004 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the Board of Directors of the merging corporation on January [30], 2004 and shareholder approval was not required.

February 2, 2004.

**UNIVERSAL INSURANCE SERVICES OF
FLORIDA, INC.**


Name: RONALD LEVING
Title: PRESIDENT

UIS MERGER CORP.


Name: Michael Goldman
Title: Vice President

**PLAN OF MERGER
OF
UNIVERSAL INSURANCE SERVICES OF FLORIDA, INC.
INTO
UIS MERGER CORP.**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
UIS Merger Corp.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Universal Insurance Services of Florida, Inc.	Florida

Third: Each share of common stock of Universal Insurance Services of Florida, Inc. issued and outstanding at the Effective Time (as hereinafter defined) 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: The shares of Universal Insurance Services of Florida, Inc. common stock issued and outstanding at the Effective Time shall be converted into an aggregate of 137,547 shares of National Financial Partners Corp. common stock and \$5,250,000 in cash. All shares of Universal Insurance Services of Florida, Inc. common stock by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be canceled 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: At the Effective Time, (i) the Articles of Incorporation of UIS 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 the Corporation is Universal Insurance Services of Florida, Inc." and, (ii) the By-laws of the UIS Merger Corp. in effect prior to the Effective Time shall be the By-laws of the surviving corporation, in each case until amended in accordance with applicable law.