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FLORIDA PROFIT CORPORATION OR P.A.

LINN AND SWANSON FINANCIAL, INC.

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| Certificate of Status | 0 |
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**ARTICLES OF INCORPORATION
OF
LINN AND SWANSON FINANCIAL, INC.**

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Code, the corporation hereinafter named does hereby adopt the following Articles of Incorporation:

First: The corporate name for the corporation is Linn and Swanson Financial, Inc. (hereinafter called the "Corporation" or the "Company").

Second: The street address of the principal office is 787 Seventh Avenue, 49th Floor, New York, NY 10019. The mailing address Corporation is 787 Seventh Avenue, 49th Floor, New York, New York 10019.

Third: The purpose for which the Corporation is organized is 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.

Fourth: The duration of the Corporation shall be perpetual.

Fifth: 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.

Sixth: The name and street address of the registered office of the Corporation in the State of Florida is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

Seventh: The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the By-Laws of the Corporation. The election of directors of the Corporation need not be by ballot unless the By-Laws so require.

Eighth: The Company shall, to the fullest extent permitted by the Florida Business Corporation Code, 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 Code from and against any and all of the expenses, liabilities or other matters referred to in or covered by the Florida Business Corporation Code, 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 Code, as to action in any capacity in which he served at the request of the Company.

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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 (iii) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Code 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 Code, 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 these 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.

Tenth: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of the Florida Business Corporation Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Florida Business Corporation Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

Eleventh: The name and address of the Sole Incorporator is:

Daniel Yi
c/o National Financial Partners Corp.
787 Seventh Avenue, 49th Floor
New York, NY 10019

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on the 22nd day of December, 2004.


Daniel Yi, Sole Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT Corporation System

By: 

Michael J. Mitchell
Assistant Secretary

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