

P 99000023357

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Udell Associates, Inc. into 261616
(Corporation Name) (Document #)
2. Udell Merger Corp. P99-23357
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 7/14 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. COULLETTE JUL 14 1999

Examiner's Initials

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ARTICLES OF MERGER
Merger Sheet

MERGING:

UDELL ASSOCIATES, INC., a Florida corporation, L61616

INTO

UDELL MERGER CORP. which changed its name to

UDELL ASSOCIATES, INC., a Florida corporation, P99000023357

File date: July 14, 1999

Corporate Specialist: Cheryl Coulliette

STATE OF FLORIDA
ARTICLES OF MERGER
OF
UDELL ASSOCIATES, INC.
A FLORIDA CORPORATION
INTO
UDELL MERGER CORP.
A FLORIDA CORPORATION

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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is as follows:

- (1) Udell Associates, Inc. shall merge with and into Udell Merger Corp., with Udell Merger Corp. as the surviving corporation;
- (2) Each share of common stock of Udell Merger Corp. 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.
- (3) The shares of Udell Associates, Inc. common stock issued and outstanding at the Effective Time shall be converted into an aggregate of 682,500 shares of National Financial Partners Corp. common stock and \$682,500 in cash. All shares of Udell Associates, 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.
- (4) At the Effective Time, (i) the Certificate of Incorporation of Udell Merger Corp. as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the surviving corporation except that Article I shall read "The name of this Corporation is 'Udell Associates, Inc.'" and (ii) the By-laws of Udell Merger Corp. 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 applicable law.

SECOND: The effective time (the "Effective Time") of the merger is April 1, 1999 or such later date that these articles of merger are filed.

THIRD: The plan of merger was adopted by the Board of Directors and the sole shareholder of (i) Udell Associates, Inc. a Florida corporation, on the 7 day of April, 1999, and (ii) Udell Merger Corp., a Florida corporation, on the 15th day of March, 1999.

Signed this 7 day of April, 1999.

Udell Merger Corp.

By: _____

Edward A. Christensen
(Name)

Vice President
(Title)

Udell Associates, Inc.

By: Bruce Udell

Bruce Udell
(Name)

President
(Title)

THIRD: The plan of merger was adopted by the Board of Directors and the sole shareholder of (i) Udell Associates, Inc. a Florida corporation, on the ____ day of April, 1999, and (ii) Udell Merger Corp., a Florida corporation, on the 15th day of March, 1999.

Signed this 15^m day of April, 1999.

Udell Merger Corp.

By: 

Edward A. Christensen
(Name)

Vice President
(Title)

Udell Associates, Inc.

By: _____

Bruce Udell
(Name)

President
(Title)