

99000023357

ACCOUNT NO. : 072100000032

REFERENCE : 418013 7197172

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 35.00

ORDER DATE : December 18, 2001

ORDER TIME : 11:22 AM

ORDER NO. : 418013-010

CUSTOMER NO: 7197172

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

Amended &  
Restated

900004732759--9

DOMESTIC AMENDMENT FILING

NAME: UDELL ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS:

RECEIVED  
01 DEC 19 PM 12:10  
DIVISION OF CORPORATION

RJR  
12/19/01

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
UDELL ASSOCIATES, INC.**

FILED  
01 DEC 19 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Code, the corporation hereinafter named does hereby adopt the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is Udell Associates, Inc.
2. It is organized under the laws of the State of Florida.
3. The Amended and Restated Articles of Incorporation were approved by the Board of Directors and the Sole Shareholder on October 31, 2001. The number of votes cast for the amendment was sufficient for approval.
4. The following Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation and all amendments to them:

**ARTICLE ONE:** The corporate name for the corporation is Udell Associates, Inc. (hereinafter called the "Corporation" or the "Company").

**ARTICLE TWO:** The street address of the principal office of the Corporation is 1900 Summit Tower Blvd., Suite 240, Orlando, FL 32810. The mailing address of the corporation is c/o National Financial Partners, 787 7<sup>th</sup> Avenue, 49<sup>th</sup> Floor, New York, New York 10019.

**ARTICLE THREE:** 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, \$0.01 par value per share.

**ARTICLE FOUR:** The street address of the registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301. The name of the registered agent of the Corporation at the said registered office is Corporation Service Company.

**ARTICLE FIVE:** 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.

**ARTICLE SIX:** The duration of the Corporation shall be perpetual.

**ARTICLE SEVEN:** 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 (iii) 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.

**ARTICLE EIGHT:** The Corporation reserves the right to amend these Restated Articles of Incorporation in any manner permitted by the Florida Business Corporation Act and all rights and powers conferred upon stockholders, directors and officers herein are subject to this reservation.

**IN WITNESS WHEREOF,** the undersigned have executed these Amended and Restated Articles of Incorporation on the 12<sup>th</sup> day of December, 2001.

  
Douglas W. Hammond, Vice President