

P99000040213

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

100002881051--2

-05/20/99--01042--020

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

1. Spalding-Fardie & Associates, Inc. Merger & Name Change  
(Corporation Name) (Document #) K92449
2. into: Spalding Merger Corp. I P99-40213  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 5/20

☒ 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

FILED  
99 MAY 20 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 MAY 20 AM 11:01  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SPALDING-FARDIE & ASSOCIATES, INC., a Florida corporation K92449

INTO

SPALDING MERGER CORP. I which changed its name to

**SPALDING-FARDIE & ASSOCIATES, INC.,** a Florida corporation,  
P99000040213

File date: May 20, 1999

Corporate Specialist: Annette Ramsey

STATE OF FLORIDA  
ARTICLES OF MERGER  
OF  
SPALDING-FARDIE & ASSOCIATES, INC.  
A FLORIDA CORPORATION  
INTO  
SPALDING MERGER CORP. I.  
A FLORIDA CORPORATION

FILED  
99 MAY 20 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST: The plan of merger is as follows:

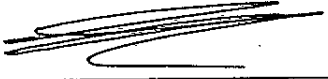
- (1) Spalding-Fardie & Associates, Inc. plans to merge with and into Spalding Merger Corp. I, with Spalding Merger Corp. I as the surviving corporation;
- (2) Each share of common stock of Spalding Merger Corp. I issued and outstanding at the Effective Time (as hereinafter defined) shall thereafter constitute all of the issued and outstanding capital stock of such surviving corporation.
- (3) All of the shares of Spalding-Fardie & Associates, Inc. common stock issued and outstanding at the Effective Time shall be converted into an aggregate of 187,500 shares of National Financial Partners Corp. common stock and \$187,500 in cash. All shares of Spalding-Fardie & 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 cancelled 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, the Certificate of Incorporation of Spalding Merger Corp. I as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of surviving corporation except that Article I shall read "The name of this Corporation is 'Spalding-Fardie & Associates, Inc.'" and (ii) the By-laws of Spalding Merger Corp. I 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 date (the "Effective Date") of the merger is March 30, 1999 or at such later date as when the articles of merger are filed.

THIRD: <sup>The</sup> The plan of merger was adopted by the Board of Directors and the sole shareholder of Spalding Financial Group, Inc. a Florida corporation, on the 29<sup>th</sup> day of March, 1999, and was adopted by the Board of Directors and the sole shareholder of Spalding Merger Corp.II, a Florida corporation, on the 29<sup>th</sup> day of March, 1999.

Signed this 31<sup>st</sup> day of March, 1999.

Spalding Merger Corp.II

By: 

Edward A. Christensen  
(Name)

Vice President  
(Title)

*The* Spalding Financial Group, Inc.

By: \_\_\_\_\_

Sherry Spalding-Fardie  
(Name)

President  
(Title)

THIRD: The plan of merger was adopted by the Board of Directors and the sole shareholder of Spalding-Fardie & Associates, Inc. a Florida corporation, on the 29<sup>th</sup> day of March, 1999, and was adopted by the Board of Directors and the sole shareholder of Spalding Merger Corp.I, a Florida corporation, on the 29<sup>th</sup> day of March, 1999.

Signed this 31 day of March, 1999.

Spalding Merger Corp.I

By: \_\_\_\_\_

Edward A. Christensen  
(Name)

Vice President  
(Title)

Spalding-Fardie & Associates, Inc.

By:  \_\_\_\_\_

Sherry Spalding-Fardie  
(Name)

President  
(Title)