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ACCOUNT NO. : 072100000032  
REFERENCE : 466807 7197172

AUTHORIZATION : *Patricia Pigute*  
COST LIMIT : \$ 43.75

ORDER DATE : September 10, 2001

ORDER TIME : 12:02 PM

ORDER NO. : 466807-010

CUSTOMER NO: 7197172

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

FILED  
2001 SEP 11 PM 1:45  
RECEIVED  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA  
2001 SEP 11 PM 12:54  
TO AGENCY/LEDGE  
SUFFICIENCY OF FILING

DOMESTIC AMENDMENT FILING

NAME: SPALDING-FARDIE & ASSOCIATES,  
INC.

EFFECTIVE DATE:

100004583231--7

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

C. Coulliste SEP 11 2001

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF RESTATEMENT  
OF  
SPALDING-FARDIE & ASSOCIATES, INC.**

FILED  
2001 SEP 11 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the laws of the Florida Business Corporation Act, the corporation hereinafter named does hereby amend and restate its Articles of Incorporation.

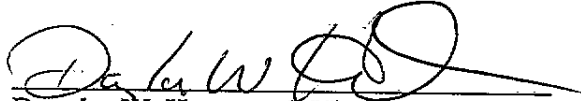
1. The name of the corporation is Spalding-Fardie & Associates, Inc.
2. The text of the Restated Articles of Incorporation of the corporation, as amended hereby, is attached hereto as Annex A and made a part hereof.

\* \* \* \* \*

It is hereby certified that:

1. The annexed Restated Articles of Incorporation contain an amendment to the Articles of Incorporation of the corporation requiring shareholder approval.
2. Article Three of the Articles of Incorporation of the corporation is hereby amended so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The aforesaid amendment was adopted on August 29, 2001 by unanimous written consent of the Board of Directors of the Corporation.
4. The aforesaid amendment was adopted on August 29, 2001 by unanimous written consent of the sole shareholder of the Corporation. Of the 1,000 shares of issued and outstanding Common Stock entitled to vote on the said amendment and restatement, 1,000 shares voted in favor of the said amendment and restatement and 0 shares voted against the said amendment and restatement.
5. The number of votes cast for the said amendment and restatement by the said sole shareholder was sufficient for the approval thereof.

**IN WITNESS WHEREOF**, the undersigned have executed these Restated Articles of Incorporation on the 7<sup>th</sup> day of September, 2001.

  
Douglas W. Hammond, Vice President

**RESTATED ARTICLES OF INCORPORATION  
OF  
SPALDING-FARDIE & ASSOCIATES, INC.**

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

**ARTICLE TWO:** The street address of the principal office of the Corporation is The Hoyt Center, 760 U.S. Highway 1, Suite 201, North Palm Beach, FL 33408. 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.