

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
NFP RESOURCES III INSURANCE AGENCY, INC.**

File Number C 140506

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 30, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Tenenby*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

01 AUG 30 AM 10:28
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: NFP Resources III Insurance Agency, Inc.
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: Ohio
- Its date of incorporation is: October 22, 1996
- The address of its principal office is: c/o National Financial Partners Corp.
Suite 49th Fl, 787 Seventh Avenue, New York, NY 10019
- The address to which correspondence should be addressed, if different from item 5, is: _____
- The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2
Boise, ID 83702, and its registered agent in Idaho at that address is: Corporation Service Company
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		
See attached officers/directors rider		

Dated: 8/24/01

Signature: Miriam Katz

Typed Name: Miriam I. Katz

Capacity: Assistant Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 01/2001

IDAHO SECRETARY OF STATE
08/30/2001 05:00
CK: 48245 CT: 49569 BH: 416520
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Directors / Officers Report

As of 8/24/2001

NFP Resources III Insurance Agency, Inc.

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SECRETARY OF STATE
STATE OF IDAHO

Directors

Becker, Lawrence	Director
Biderman, Mark	Director
Holtz, Elliot	Director

Officers

Biderman, Mark	President
Becker, Lawrence	Treasurer
Becker, Lawrence	Chief Financial Officer
Lieser, Lori	Vice President
Hammond, Douglas W.	Vice President
Hammond, Douglas W.	Secretary
Boston, Jacob	Assistant Vice President
Katz, Miriam I.	Assistant Vice President
Noack, Renee R.	Assistant Secretary
Katz, Miriam I.	Assistant Secretary

Address for all directors and officers: 787 Seventh Avenue, 49th Floor, New York, NY 10019

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

01 AUG 30 AM 10:28

SECRETARY OF STATE
STATE OF IDAHO

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show NFP RESOURCES III INSURANCE AGENCY, INC., an Ohio corporation, Charter No. 956516, having its principal location in Columbus, County of Franklin, was incorporated on October 22, 1996 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal at

Columbus, Ohio on

August 21, 2001

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell
Secretary of State