

F96000006530

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 #)

800002031098--5
-12/17/96--01101--025
*****8.75 *****8.75

OFFICE USE ONLY

800002031098--5
-12/17/96--01101--024
*****122.50 *****122.50

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

1. TMP Worldwide Inc. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 12/13/96 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 RECEIVED
 56 DEC 13 PM 12:46
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DEC 13 AM 10:58
 DEPARTMENT OF CORPORATION

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 type="checkbox"/>	Merger

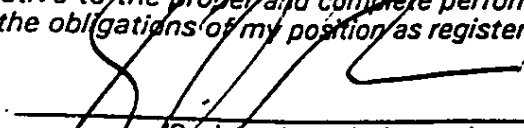
OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

Examiner's Initials _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. TMP Worldwide Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 13-3906555
(FEI number, if applicable)
4. August 30, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or perpetual)
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1633 Broadway
New York, New York 10019
(Current mailing address)
8. To engage in yellow pages and recruitment advertising.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: United Corporate Services, Inc.
Office Address: 801 Northeast 167th Street
North Miami Beach, Florida, 33162
(Zip Code)
10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)
Ray A. Barr, President
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
36 OCT 3 1996 12:46

12. Names and addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHED EXHIBIT A

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHED EXHIBIT B

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Andrew McKelvey, President

14. _____

(Typed or printed name and capacity of person signing application)

Exhibit A

List of Directors

<u>Name</u>	<u>Address</u>
Andrew J. McKelvey	c/o TMP Worldwide Inc., 1633 Broadway, 33rd Floor, New York, NY 10019
George Eisele	c/o TMP Worldwide Direct Marketing, 600 International Drive, Mt. Olive, NJ 07828
John R. Gaulding	115 Margarita Drive, San Rafael, CA 94901
Graeme K. Howard, Jr.	c/o Howard, Lawson & Co., 2 Penn. Center Plaza, Philadelphia, PA 19102
Jean-Louis Pallu	57 bis Bd. Exelmans, 75016, Paris
John Swann	c/o Cactus Digital Imaging Systems, Ltd., 49 Lesmill Road, Don Mills, ON M3B 2T8

Exhibit B**List of Officers**

Name	Office	Address
Andrew J. McKelvey	Chairman of the Board and President	c/o TMP Worldwide Inc., 1633 Broadway, 33rd Floor, New York, NY 10019
Thomas G. Collison	Vice Chairman, Secretary & Treasurer	c/o TMP Worldwide Inc., 1633 Broadway, 33rd Floor, New York, NY 10019
David A. Hosokawa	Vice Chairman	c/o TMP Worldwide Inc., 1633 Broadway, 33rd Floor, New York, NY 10019
Paul Camara	Executive Vice President - Creative/Sales/ Marketing	c/o TMP Worldwide Inc., 1633 Broadway, 33rd Floor, New York, NY 10019
Jeffrey C. Taylor	Executive Vice President - Interactive	c/o TMP Interactive Inc., 2 Kendall Street, Suite 301, Framingham, MA 01701
James J. Treacy	Executive Vice President - Finance and Strategy	c/o TMP Worldwide Inc., 1633 Broadway, 33rd Floor, New York, NY 10019
Roxane Previty	Chief Financial Officer	c/o TMP Worldwide Inc., 1633 Broadway, 33rd Floor, New York, NY 10019
Bernice Hazell	Senior Vice President - Client Services	c/o TMP Worldwide Inc., 1633 Broadway, 33rd Floor, New York, NY 10019
V. Miller Newton	Senior Vice President - Sales and Marketing	c/o TMP Worldwide Inc., 1633 Broadway, 33rd Floor, New York, NY 10019
Myron F. Olesnyckyj	Vice President - General Counsel	c/o TMP Worldwide Inc., 1633 Broadway, 33rd Floor, New York, NY 10019
George R. Eisele	Executive Vice President - TMP Worldwide Direct	c/o TMP Worldwide Direct Marketing, 600 International Drive, Mt. Olive, NJ 07828

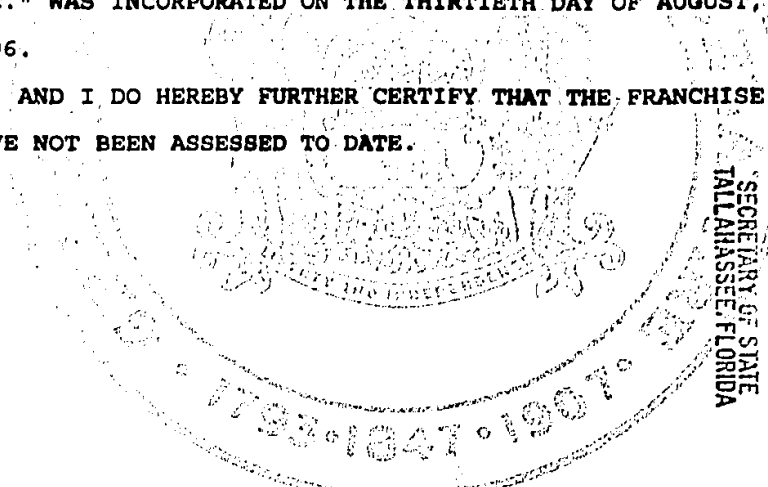
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TMP WORLDWIDE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TMP WORLDWIDE INC." WAS INCORPORATED ON THE THIRTIETH DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8234450

DATE:

12-11-96