

F96000006530

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

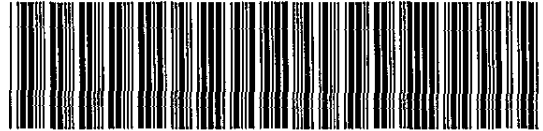
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2003 MAY 14 PM 12:50
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 MAY 14 AM 11:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Oulllette MAY 14 2003



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

Patricia Pizeto

COST LIMIT \$35.00

ORDER DATE : 5/14/03

ORDER TIME :

ORDER NO. : 088539/20

CUSTOMER NO: 481 2821

FILING

NAME: TMP Worldwide Inc.

EFFECTIVE DATE:

~~XXX~~ Foreign Name Change Amendment
ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

~~XXX~~ CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

Kimberly Moret
x. 1149

EXAMINER'S INITIALS:

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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(Document number of corporation (if known))

1. TMP Worldwide Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 12/13/1996

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 29, 2003

5. Monster Worldwide, Inc.

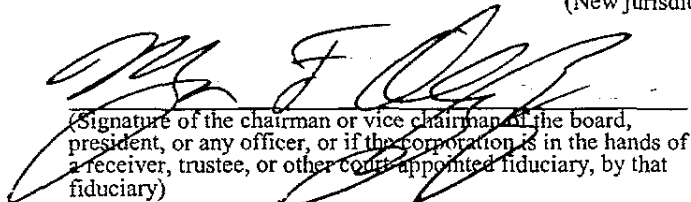
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)



(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Myron F. Otesnyckyj

(Typed or printed name)

May 7, 2003

(Date)

Senior Vice President

(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "TMP WORLDWIDE INC.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "MONSTER WORLDWIDE, INC.", THE TWENTY-NINTH DAY OF APRIL, A.D. 2003, AT 8:02 O'CLOCK A.M.

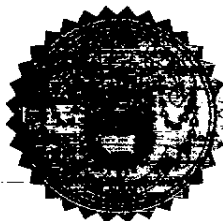
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF MAY, A.D. 2003, AT 12:01 O'CLOCK A.M.

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 BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2658285 8320

AUTHENTICATION: 2410852

030305692

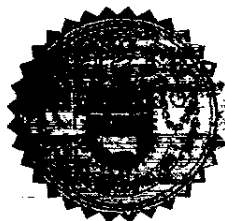
DATE: 05-12-03

Delaware

PAGE 2

The First State

BUSINESS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2658285 8320

AUTHENTICATION: 2410852

030305692

DATE: 05-12-03