

**SECURITY NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.  
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)**

**FILED**  
**Sep 16 1997 8:00am**  
**Secretary of State**

|  |   |   |
|--|---|---|
| <b>PROFIT CORPORATION ANNUAL REPORT 1997</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|---|

**DOCUMENT # F96000006530 (7)**  
 1. Corporation Name  
**TMP WORLDWIDE INC.**



|   |   |
|---|---|
| Principal Place of Business<br><b>1633 BROADWAY<br/>NY NY 10019</b> | Mailing Address<br><b>1633 BROADWAY<br/>NY NY 10019</b> |
|---|---|

DO NOT WRITE IN THIS SPACE

|                                |             |                         |             |  |  |                                       |  |
|--------------------------------|-------------|-------------------------|-------------|--|--|---------------------------------------|--|
| 2. Principal Place of Business |             | 2a. Mailing Address     |             | 3. Date Incorporated or Qualified<br><b>12/13/1996</b>   |  | 3a. Date of Last Report               |  |
| 21                             |             | 26                      |             | 4. FEI Number<br><b>13-3906555</b>   |  | Applied For<br>Not Applicable         |  |
| 22. Suite, Apt. #, etc.        |             | 27. Suite, Apt. #, etc. |             | 5. Certificate of Status Desired <input type="checkbox"/>  |  | <b>\$8.75 Additional Fee Required</b> |  |
| 23. City & State               |             | 28. City & State        |             | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>  |  | <b>\$5.00 May Be Added to Fees</b>    |  |
| 24. Zip                        | 25. Country | 29. Zip                 | 30. Country | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |  |                                       |  |

|  |  |  |  |  |  |           |             |
|--|--|--|--|--|--|-----------|-------------|
| 9. Name and Address of Current Registered Agent<br><b>UNITED CORPORATE SERVICES, INC.<br/>801 NE 167TH ST<br/>N MIAMI BCH FL 33162</b> |  |  |  | 10. Name and Address of New Registered Agent |  |           |             |
|  |  |  |  | 81   | Name   |           |             |
|  |  |  |  | 82   | Street Address (P.O. Box Number is Not Acceptable) |           |             |
|  |  |  |  | 83   |  |           |             |
|  |  |  |  | 84   | City   | <b>FL</b> | 85 Zip Code |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_  
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |   |
|----------------------------|--|---|---|
| TITLE                      | <b>DCP</b> <input type="checkbox"/> DELETE | 1.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>MCKELVEY, ANDREW J</b>                  | 1.2 NAME  |   |
| STREET ADDRESS             | <b>1633 BROADWAY</b>                       | 1.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>NY NY 10019</b>                         | 1.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>OV</b> <input type="checkbox"/> DELETE  | 2.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>EISELE, GEORGE</b>                      | 2.2 NAME  |   |
| STREET ADDRESS             | <b>600 INTERNATIONAL DR</b>                | 2.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>MT OLIVE NJ 07828</b>                   | 2.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>D</b> <input type="checkbox"/> DELETE   | 3.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>GAULDING, JOHN R</b>                    | 3.2 NAME  |   |
| STREET ADDRESS             | <b>115 MARGARITA DR</b>                    | 3.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>SAN RAFAEL CA 94901</b>                 | 3.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>D</b> <input type="checkbox"/> DELETE   | 4.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>HOWARD, GRAEME K JR</b>                 | 4.2 NAME  |   |
| STREET ADDRESS             | <b>2 PENN CTR PLAZA</b>                    | 4.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>PHILADELPHIA PA 19102</b>               | 4.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>D</b> <input type="checkbox"/> DELETE   | 5.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>PALLU, JEAN-LOUIS</b>                   | 5.2 NAME  |   |
| STREET ADDRESS             | <b>57 BIS BD EXELMANS</b>                  | 5.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>75016, PARIS</b>                        | 5.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>D</b> <input type="checkbox"/> DELETE   | 6.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>SWANN, JOHN</b>                         | 6.2 NAME  |   |
| STREET ADDRESS             | <b>49 LESMILL RD</b>                       | 6.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>DON MILLS, ON M3B 2T8</b>               | 6.4 CITY-ST-ZIP                                       |   |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]*

CR2E034 (4/97)