

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jan 30 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000006530 (7)
 1. Corporation Name
TMP WORLDWIDE INC.



Principal Place of Business 1633 BROADWAY NY NY 10019	Mailing Address 1633 BROADWAY NY NY 10019
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/13/1996	
21	22	26	27	4. FEI Number 13-3906555	Applied For Not Applicable
Suite, Apt #, etc		Suite, Apt #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	25	29	30	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	
Zip		Country		Zip	
Country		Country			

9. Name and Address of Current Registered Agent UNITED CORPORATE SERVICES, INC. 801 NE 167TH ST N MIAMI BCH FL 33162				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				FL	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

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

14. I 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] **REQUIRED** 1/21/98 (212) 940-3942

CR2E034 (10/97)