



F96000006530

ACCOUNT NO. : 072100000032
REFERENCE : 992096 4812821
AUTHORIZATION
COST LIMIT : \$ 35.00

Patricia Pizutto

FILED
01 FEB - 7 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 6, 2001
ORDER TIME : 11:46 AM
ORDER NO. : 992096-010
CUSTOMER NO: 4812821

*CA
change*

300003656083-4

CUSTOMER: Cherie Harris, Legal Asst
Fulbright & Jaworski
666 Fifth Avenue
31st Floor
New York, NY 10103-3198

CHANGE OF AGENT

NAME: TMP WORLDWIDE INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

RECEIVED
01 FEB - 7 PM 12:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Joyce Markley - EXT. 1130

*DR
2/7/01*

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation is: TMP Worldwide Inc.
- 2. The mailing address of the corporation is: 622 Third Avenue, New York, New York 10017
- 3. Date of incorporation/qualification: 12/13/96 Document number: F 96 000006530
- 4. The name and address of the current registered agent and office:

United Corporate Services Inc.
9200 South Dadeland Blvd. Suite 508
Miami, FL 33156

- 5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Thomas G. Collison

(Signature of an officer, chairman or vice chairman of the board)

2/5/01
(Date)

Thomas G. Collison Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

By: *Dolores Burton*

(Signature of Registered Agent)

2/6/01
(Date)

If signing on behalf of an entity:

Dolores Burton, Asst Vice President

(Typed or Printed Name)

(Capacity)

***** FILING FEE: \$35.00 *****