

04/27/00

TRADEMARKS ONLY



101358268

To the Honorable Commissioner of Patents and Trademarks: Please record the attached ori

1. Name of conveying party(ies):

Microsurf, Inc.



- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-Delaware
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: February 16, 2000

2. Name and address of receiving party(ies):

Name: TMP Worldwide Inc.

Address: 1633 Broadway

City: New York State: N.Y. Zip: 10019

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Applications

Mark	Serial No.
MICROSURF	2,337,847

B. Trademark Registrations

Mark	Reg. No.
MICROSURF	2,337,847

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

EXPRESS MAIL CERTIFICATE
Date: 4/27/00 Label No. 52503339613

I hereby certify that, on the date indicated above I deposited this paper or fee with the U.S. Postal Service & that it was addressed for delivery to the Commissioner of Patents & Trademarks, Washington, D.C. 20231 by "Express Mail Post Office to Addressee" service.

DO NOT USE THIS SPACE

DB Peck [Signature]

Name (Print) Signature

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Randi S. Miller
Name of Person Signing
05/15/2000 JSMBDAZZ 00000174 2337847

[Signature]
Signature

April 27, 2000

Date

01 FC:481

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MICROSURF, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TMP WORLDWIDE INC." UNDER THE NAME OF "TMP WORLDWIDE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF FEBRUARY, A.D. 2000, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2658285 8100M

001079491

AUTHENTICATION: 0264516

DATE: 02-17-00
TRADEMARK

REEL: 002073 FRAME: 0157

**CERTIFICATE OF MERGER
OF
MICROSURF, INC.
(a Delaware corporation)
INTO
TMP WORLDWIDE INC.
(a Delaware corporation)**

(Under Section 251 of the General
Corporation Law of the State of Delaware)

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Microsurf, Inc.	Delaware
TMP Worldwide Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is TMP Worldwide Inc., a Delaware corporation.

FOURTH: That upon the effectiveness of the merger, the Certificate of Incorporation of TMP Worldwide Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 1633 Broadway, 33rd Floor, New York, NY 10019.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

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SEVENTH: That the merger shall become effective upon the filing of this Certificate with the Secretary of State of the State of Delaware in accordance with Section 251 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, TMP Worldwide Inc., a Delaware corporation, has caused this Certificate of Merger to be signed by its duly authorized officer this 16th day of February, 2000.

TMP Worldwide Inc.,
a Delaware corporation

By: Thomas G. Collison
Name: Thomas G. Collison
Title: ~~Executive Vice President, Secretary and~~
~~Treasurer~~ *Vice Chairman*