

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
EW CAREER SOLUTIONS, INC.**

EW Career Solutions, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") certifies:

FIRST: That by a unanimous written consent of the Board of Directors of the Corporation, dated as of the date hereof, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring the amendment to be advisable and calling a meeting of the stockholders of the corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended to restate Article I to read in full as follows:

"The name of the Corporation is EarthWeb Career Solutions, Inc. (the "Company" or the "Corporation")."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the sole stockholder of the Corporation took action by executing a written consent in lieu of a special meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That this amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation shall not be reduced under or by reason of this amendment.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 03/17/2000
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MAR. 17. 2000 11:31AM

NO. 4500 P. 3/4

IN WITNESS WHEREOF, EW CAREER SOLUTIONS, INC. has caused this certificate to be signed by Jack D. Hiday, its President, on March 16, 2000.

EW CAREER SOLUTIONS, INC.

BY:



Jack D. Hiday
President

ny-265044

TOTAL P. 03