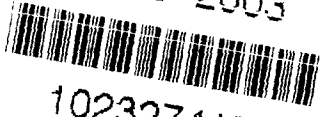


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Modis Professional Services, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Florida

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/21/2001

2. Name and address of receiving party(ies)

Name: MPS Group, Inc.

Internal Address:

Street Address: 1 Independent Drive

City: Jacksonville State: FL Zip: 32202

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Florida 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 Application No.(s)

B. Trademark Registration No.(s) 2,492,265

Additional number(s) attached Yes No

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

Name: Thomas C. Saitta

Internal Address:

Rogers, Towers, Bailey, Jones & Gay, P.A.

Street Address: 1301 Riverplace Boulevard

Suite 1500

City: Jacksonville State: FL Zip: 32207

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Thomas C. Saitta

Name of Person Signing

Signature

Date 12/18/02

Total number of pages including cover sheet, attachments, and document: 2

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

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MODIS PROFESSIONAL SERVICES, INC.

EFFECTIVE DATE
1-1-02

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of this Corporation is Modis Professional Services, Inc.
2. Article I of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE I
NAME

The name of this Corporation is MPS Group, Inc."

3. The foregoing amendment was approved by the Board of Directors of the Corporation by Unanimous Written Consent on September 4, 2001, and it was recommended that the Articles of Amendment be presented to the Shareholders for adoption at a special meeting.

4. The foregoing amendment was adopted pursuant to Section 607.1003, Florida Business Corporation Act, at a special meeting of the Shareholders of the Corporation on October 24, 2001, by the affirmative vote of a majority of the Shareholders of the Corporation having voting rights, and the number of votes cast in favor of the Articles of Amendment was sufficient for its approval.

5. The effective time and date of the Articles of Amendment shall be 12:00 a.m., January 1, 2002.

IN WITNESS WHEREOF, Modis Professional Services, Inc. has caused these Articles of Amendment to Amended and Restated Articles of Incorporation to be executed in its name by its Senior Vice President this 21st day of December, 2001.

MODIS PROFESSIONAL SERVICES, INC.

By: Marc M. Mayo
Marc M. Mayo
Senior Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 DEC 21 11:00 AM '02

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TOTAL P.02