


RECORD
TR

04-16-2003


To the Honorable Commissioner of Patents and Trademarks 102421828 original documents or copy thereof.

1. Name of conveying party(ies): 4-11-03
JCI NSON, SMITH & KNISELY, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - New York
 Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: **TMP WORLDWIDE INC.**
Address: 622 Third Avenue
State: New York, NY 10017
 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

OFFICE OF PATENT & TRADEMARKS
2003 APR 11 AM 11:04
FINANCE SECTION

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: December 28, 1998, Dec. 28, 1998

4. Application number(s) or registration number(s):
A. Trademark Applications
EXPRESS MAIL CERTIFICATE
Date 4/11/03 Label No. EU 294040315-45
I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.
B.W. LEE B.W. Lee
Name (Print) Signature

B. Trademark Registrations
Mark Reg. No.
CONNECTIONS 2,163,493
PASSAGES 2,121,614
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: Post Office Box 5257
City: New York State: New York Zip: 10150-5257
1708 8B945

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41):.....\$65.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: 04-0100
(Attach duplicate copy of this page if paying by deposit account)

~~04/15/2003 ECOOPER 00000174 2163493~~
~~04-15-2003~~

DO NOT USE THIS SPACE

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 Randi S. Miller Signature April 11, 2003 Date
04/15/2003 ECOOPER 00000184 2163493

01 FC:0521
02 FC:0522

Total number of pages including cover sheet, attachments, and document: 4

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

CERTIFICATE OF MERGER
OF
JOHNSON, SMITH & KNISELY, INC.
AND
TMP WORLDWIDE INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Johnson, Smith & Knisely, Inc., which is incorporated under the laws of the State of New York; and

(ii) TMP Worldwide Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Johnson, Smith & Knisely, Inc. in accordance with the laws of the State of its incorporation and by TMP Worldwide Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is TMP Worldwide Inc., which will continue its existence as said surviving corporation under TMP Worldwide Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of TMP Worldwide Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

TMP Worldwide Inc.
1633 Broadway
33rd Floor
New York, NY 10019

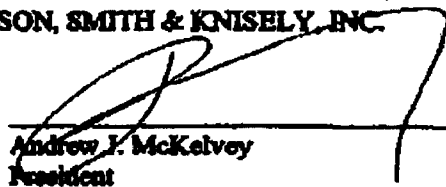
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Johnson, Smith & Knisely, Inc. consists of 20,000 of a par value of \$1.00 per share.

Dated: December 23, 1998.

JOHNSON, SMITH & KNISELY, INC.

By:



Andrew J. McKelvey
President

Dated: December 23, 1998.

TMP WORLDWIDE INC.

By:



Andrew J. McKelvey
Chief Executive Officer

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:

"JOHNSON, SMITH & KNISELY, INC.", A NEW YORK 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 TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998, AT 9:01 O'CLOCK A.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

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AUTHENTICATION: 9490555
DATE: 12-28-98