

RECORD
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05-07-2003



To the Honorable Commissioner of Patents and

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all documents or copy thereof.

1. Name of conveying party(ies): **5.1.03**
RECRUITMENT SOLUTIONS, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Massachusetts
 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 PUBLIC RECORDS
2003 MAY -1 AM 9:34
FINANCE SECTION

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **December 23, 1998**

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

A. Trademark Applications

B. Trademark Registrations

Mark	Reg. No.
OUR BUSINESS GIVES YOU TIME TO DO YOURS	2,205,187

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**

708/88945 EXPRESS MAIL CERTIFICATE
Date: **5/1/03** Label No: **EV 341038366-US**

The fee for this certificate is printed above this paper or on the back of this paper. Send this paper to the Post Office and to the Patent and Trademark Office, Commissioner for Patents, P.O. Box 145, Washington, D.C. 20545 by Express Mail.

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: **04-0100**
(Attach duplicate copy of this page if paying by deposit account)

D. Davis *D. Davis* 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* **May 1, 2003**
Signature Date

01 FC:85:21 **40.00 OP**
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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:02 AM 12/28/1998
981503023 - 2658285

CERTIFICATE OF MERGER
OF
RECRUITMENT SOLUTIONS, INC.
AND
TMP WORLDWIDE INC.

It is hereby certified that:

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

(i) Recruitment Solutions, Inc., which is incorporated under the laws of the State of Massachusetts; 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 Recruitment Solutions, 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:

237401.1

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 Recruitment Solutions, Inc. consists of 200,000 shares of Common Stock, of a par value of \$1.00 per share.

Dated: December 23, 1998.

RECRUITMENT SOLUTIONS, INC.

By: _____

Andrew J. McKevey
Chief Executive Officer

Dated: December 23, 1998.

TMP WORLDWIDE INC.

By: _____

Andrew J. McKevey
Chief Executive Officer

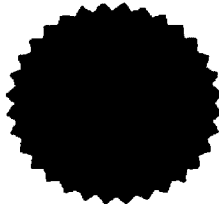
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"RECRUITMENT SOLUTIONS, INC.", A MASSACHUSETTS 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 9:02 O' CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2361467

DATE: 04-11-03

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