

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VIRTUAL RELOCATION.COM, INC.		12/22/2003	CORPORATION: OREGON

RECEIVING PARTY DATA

Name:	MONSTERMOVING.COM, INC.
Street Address:	622 Third Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2385463	V

CORRESPONDENCE DATA

Fax Number: (212)527-7701
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2125277700
 Email: tmdocket@darbylaw.com
 Correspondent Name: Darby & Darby P.C.
 Address Line 1: P.O. Box 5257
 Address Line 4: New York, NEW YORK 10150-5257

NAME OF SUBMITTER:	Randi S. Miller
Signature:	/randi s miller/
Date:	05/18/2005

OP \$40.00 2385463

Total Attachments: 6

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Delaware

PAGE 1

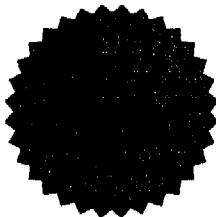
The First State

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:

"VIRTUAL RELOCATION.COM, INC.", A OREGON CORPORATION,
WITH AND INTO "MONSTERMOVING.COM, INC." UNDER THE NAME OF
"MONSTERMOVING.COM, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2003, AT
9:33 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2003.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3307001 8100M

030834039

AUTHENTICATION: 2841395

DATE: 12-30-03

TRADEMARK
REEL: 003086 FRAME: 0573

CERTIFICATE OF MERGER
OF
VIRTUAL RELOCATION.COM, INC.
AND
MONSTERMOVING.COM, INC.

It is hereby certified that:

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

(i) Virtual Relocation.com, Inc., which is incorporated under the laws of the State of Oregon; and

(ii) Monstermoving.com, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan 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 Virtual Relocation.com, Inc. in accordance with the laws of the State of its incorporation and by Monstermoving.com, 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 Monstermoving.com, Inc., which will continue its existence as said surviving corporation under its present name 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 Monstermoving.com, 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 and Plan 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: 622 Third Avenue, New York, New York 10017.

6. A copy of the aforesaid Agreement and Plan 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 Virtual Relocation.com, Inc. consists of 100 shares of common stock \$.01 par value per share.

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 2003 insofar as the General Corporation Law of the State of Delaware shall govern said effective date.

Dated: December 22, 2003

VIRTUAL RELOCATION, INC.

By: _____

Andrew J. McKelvey
President

Dated: December 22, 2003

MONSTERMOVING.COM, INC.

By: _____

Andrew J. McKelvey
President



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503)986-2200
Fax: (503)378-4381
www.sos.state.or.us/corporation/corphp.htm

VIRTUAL RELOCATION.COM, INC.
622 THIRD AVE 39TH FLOOR
NEW YORK NY 10017

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document	Filed On	Effective Date		
ARTICLES OF MERGER	12/26/2003	12/31/2003		
Name of Survivor	Reg. No.	Type		Juris
MONSTERMOVING.COM, INC.				DE
Name(s) of Non Survivor(s)	Reg. No.	Type		Juris
VIRTUAL RELOCATION.COM, INC.	638616-87	DOM BUS CORP		OR

GINSP0
ACK_M-S
12/26/2003

TRADEMARK
REEL: 003086 FRAME: 0576



Phone: (503) 986-2200
 Fax: (503) 378-4381

Articles of Merger

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 151
 Salem, OR 97310-1327
 FilingInOregon.com

Check the appropriate box below:

- MULTI ENTITY MERGER
(Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 6, 7, 8, 9, 10, 11)

FILED
DEC 26 2003
OREGON
SECRETARY OF STATE

SURVIVOR
REGISTRY NUMBER: _____

In keeping with Oregon Statute 192.410-192.595, the information on the application is public record.
 We must release this information to all parties upon request and it may be posted on our website.

For office use only

Please Type or Print Legibly in **Black Ink**. Attach Additional Sheet if Necessary.

1) **NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE**

NAME	TYPE	REGISTRY NUMBER
Virtual Relocation.com, Inc.	For Profit	638616-87
Monstermoving.com, Inc.	DE Corp	

2) **NAME AND TYPE OF THE SURVIVING ENTITY** Monstermoving.com, Inc.

Check here if there is a name change in this plan of merger.

3) **A COPY OF THE MERGER PLAN IS ATTACHED.** See ORS 60.481(2)

4) **THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.**

A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) **NAME OF PARENT CORPORATION** _____
 Oregon Registry Number _____

6) **NAME OF SUBSIDIARY CORPORATION** _____
 Oregon Registry Number _____

7) **NAME OF SURVIVING CORPORATION** _____

8) **COPY OF PLAN**

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) **CHECK THE APPROPRIATE BOX**

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ Date

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) **EXECUTION**

Signature

Printed Name

Andrew J. McKelvey

Title

President

11) **CONTACT NAME** (To resolve questions with this filing.)

Andrew Burchill

DAYTIME PHONE NUMBER (Include area code.)

(212) 351-7064

FEES

Required Processing Fee \$20 - Confirmation Copy (Optional) \$5
 Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 22, 2003, by and between Monstermoving.com, Inc. ("Monster"), a Delaware corporation and wholly-owned subsidiary of Monster Worldwide, Inc., a Delaware corporation ("Parent") and Virtual Relocation.com, Inc. ("Virtual Relocation"), an Oregon corporation and wholly-owned subsidiary of Parent.

1. Monster hereby merges Virtual Relocation into Monster pursuant to the provisions of the Delaware General Corporation Law and pursuant to the provisions of the Oregon Business Corporation Act.
2. The merger shall become effective on December 31, 2003; and Monster shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law.
3. The issued shares of Virtual Relocation shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Monster and Virtual Relocation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first written above.

VIRTUAL RELOCATION.COM, INC.

By: _____
Name: Andrew J. McKelvey
Title: President

MONSTERMOVING.COM, INC.

By: _____
Name: Andrew J. McKelvey
Title: President