

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/20/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IN2, Inc.		05/20/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2332562	IN2
Registration Number:	2565637	CLICKMAPS
Registration Number:	2472144	CLICKMAPS

CORRESPONDENCE DATA

Fax Number: (212)527-7701
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-527-7700
 Email: tmdocket@darbylaw.com
 Correspondent Name: Andrew Baum and Randi S. Miller
 Address Line 1: Darby & Darby P.C., P.O. Box 5257
 Address Line 4: New York, NEW YORK 10150-5257

NAME OF SUBMITTER:	Randi S. Miller
Signature:	/randi s. miller/

OP \$90.00 2332562

Date:

05/23/2005

Total Attachments: 4

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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 OWNERSHIP, WHICH MERGES:

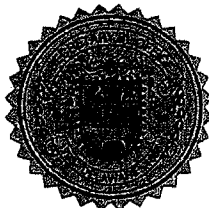
"IN2, INC.", A NEW YORK CORPORATION,

WITH AND INTO "MONSTER WORLDWIDE, INC." UNDER THE NAME OF "MONSTER WORLDWIDE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MAY, A.D. 2005, AT 4:35 O'CLOCK P.M.

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

2658285 8100M

050420142



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3897632

DATE: 05-23-05

TRADEMARK
REEL: 003089 FRAME: 0736

CERTIFICATE OF OWNERSHIP AND MERGER

OF

IN2, INC.
(a New York corporation)

INTO

MONSTER WORLDWIDE, INC.
(a Delaware corporation)

(Pursuant to Section 253 of the General
Corporation Law of the State of Delaware)

It is HEREBY CERTIFIED that:

1. Monster Worldwide, Inc. (the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation owns all of the issued and outstanding shares of capital stock of in2, Inc., a company incorporated under the laws of the State of New York ("in2").

3. That, in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation, at a meeting held on March 11, 2005, duly adopted the following resolutions, which resolutions remain in full force and effect on the date hereof and are set forth as follows:

RESOLVED, that the Corporation shall merge into itself its wholly-owned subsidiary, in2, Inc., a company incorporated under the laws of the state of New York ("in2"), and that all of the estate, property, rights, privileges, powers and franchises of in2 shall vest in and be held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by in2 in its name; and it is further

RESOLVED, that the Plan of Merger presented to the Board of Directors of the Corporation, providing for the merger of in2 with and into the Corporation be, and it hereby is, approved and adopted by the Corporation; and it is further

RESOLVED, that the Corporation shall assume all of the obligations of in2; and it is further

RESOLVED, that the effective date for the merger herein provided for, insofar as the provisions of the General Corporation Law of the State of Delaware shall govern the same, shall be the date hereof; and it is further

RESOLVED, that the effective date of the merger herein provided for, insofar as the provisions of the New York Business Corporation Law shall govern the same, shall be the date hereof; and it is further

RESOLVED, that the separate existence of in2 shall cease upon the effective date of the merger pursuant to the provisions of the New York Business Corporation Law; and that the Corporation shall continue its existence as the surviving corporation pursuant to the General Corporation Law of the State of Delaware; and it is further

RESOLVED, that the shares of in2 shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

RESOLVED that the proper officers of the Corporation be and they hereby are authorized and directed, in the name and on behalf of the Corporation to execute and deliver such documents and writings and to take such actions as may be necessary or which such officers may deem appropriate to carry out the intent and purposes of the foregoing resolutions, the execution and delivery or performance thereof by such officer or officers of the Corporation to be conclusive evidence of the approval by the Corporation of the terms and conditions or the appropriateness thereof.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be duly executed by an authorized officer this 20 day of May, 2005.

MONSTER WORLDWIDE, INC.



By: _____
Name: Andrew J. McKelvey
Title: Chairman and CEO