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MERGER OR SHARE EXCHANGE

MONSTER WORLDWIDE, INC.

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Attention & Anna Chesnut

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FLORIDA DEPARTMENT OF STATE Glenda E: Hood Secretary of State

May 23, 2005

MONSTER WORLDWIDE, INC. 622 THIRD AVENUE 38TH FLOOR NEW YORK, NY 10017US

SUBJECT: MONSTER WORLDWIDE, INC.

REF: F96000006530

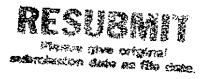
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Anna Chesnut Document Specialist FAX Aud. #: H05000128591 Letter Number: 305A00036852



Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32814

ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the		FE 95		
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)	る。	e c
MONSTER WORLDWIDE, INC.	Deleware	F98000006530	TARY O	
Second: The name and jurisdiction o	feach merging corporation:		39 圣	
Name	Invisdiction	Document Number (If known/applicable)	TOWNES TAKES	? 2
PROVIDENCE DIRECTORY	Florida	P00000073558		7
SOLUTIONS, INC.				
				
				
Third: The Plan of Merger is attache Fourth: The merger shall become eff Department of State.		of Merger are filed with the F	lorida	
	specific date, NOTE: An effective of days in the future.)	date cannot be prior to the date of fill	ing or more	
Fifth: Adoption of Merger by surviv The Plan of Merger was adopted by the	ting corporation - (COMPLETE to shareholders of the surviving	c only one statement) g corporation on		
The Plan of Merger was adopted by th . 3/11/2005 and share	ne board of directors of the sur holder approval was not requir			
Sixth: Adoption of Merger by mergi The Plan of Merger was adopted by the	ng corporation(s) (COMPLETE he shareholders of the merging	CONLY ONE STATEMENT) COMPORATION(3) ON 5/20/2	005	
The Plan of Merger was adopted by the	ne board of directors of the me holder approval was not requir			

(Attach additional sheets if necessary)

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Seventh: SIGNATURES I	FOR EACH CORPORA	MOITA.
Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Providence Directory	Am	Andrew J. McKelvery, President
Solutions, Inc.		
Monster Worldwide, Inc.	7	Andrew J. McKelvey, Chairman & CE
		,
	•	

PLAN OF MERGER (Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	Jurisdiction
MONSTER WORLDWIDE, INC.	Delaware
The name and jurisdiction of each <u>aubsidiary</u> corporation:	
Name	Iurisdiction
PROVIDENCE DIRECTORY	Florida
SOLUTIONS, INC.	

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The issued shares of Providence Directory Solutions, Inc. 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

(Attach additional sheets if necessary)

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rate issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon sumender of any certificates is as follows:

Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: