

F96000006530

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Division of Corporations  
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MERGER OR SHARE EXCHANGE

MONSTER WORLDWIDE, INC.

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Attention: Anna Chesnot

5/23



## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 23, 2005

MONSTER WORLDWIDE, INC.  
622 THIRD AVENUE  
38TH FLOOR  
NEW YORK, NY 10017USSUBJECT: MONSTER WORLDWIDE, INC.  
REF: F96000006530

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

On the last page of the merger of the last line it appears that there is some language missing. Please complete the page or remove the last line.

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Anna Chesnut  
Document SpecialistFAX Aud. #: H05000128591  
Letter Number: 305A00036852**RESUBMIT***Please give original  
submission date as file date.*

Division of Corporations - P.O. BOX 6827 Tallahassee, Florida 32314

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## 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 surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
MONSTER WORLDWIDE, INC.	Delaware	F08000006530

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
PROVIDENCE DIRECTORY	Florida	P00000073658
SOLUTIONS, INC.		

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR        /        /        (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 3/11/2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 5/20/2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Typed or Printed Name of Individual & Title

Andrew J. McKelvey, President

Andrew J. McKelvey, Chairman & CEO

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**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>	<u>Jurisdiction</u>
<u>MONSTER WORLDWIDE, INC.</u>	<u>Delaware</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>PROVIDENCE DIRECTORY</u>	<u>Florida</u>
<u>SOLUTIONS, INC.</u>	
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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 extinguished.

*(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 rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender 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:

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