



THE UNITED STATES
CORPORATION
COMPANY

File 2nd
F990000006612

ACCOUNT NO. : 072100000032

REFERENCE : 878021 4812821

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 35.00

ORDER DATE : October 26, 2000

ORDER TIME : 9:43 AM

ORDER NO. : 878021-060

CUSTOMER NO: 4812821

CUSTOMER: Cherie Harris, Legal Asst
Fulbright & Jaworski
666 Fifth Avenue
31st Floor
New York, NY 10103-3198

RA
Cherie
FILED
00 NOV -8 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: TMP TECHNOLOGY SOLUTIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

800003456958--4

CONTACT PERSON: Susie Knight EXT: 1156

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NOV -8 AM 10:43
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

RR
11/8/00

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: TMP Technology Solutions, Inc.
2. The mailing address of the corporation is: c/o TMP Worldwide, 622 Third Avenue, New York, NY 10017
3. Date of incorporation/qualification: December 22, 1999 Document number: _____
4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Accepted)

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



(Signature of an officer, chairman or vice chairman of the board)

October 13, 2000

(Date)

Thomas G. Collison, Vice President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: 

(Signature of Registered Agent)

11/06/2000

(Date)

If signing on behalf of an entity:

Dolores Burton, Assistant Vice President

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***