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**MERGER OR SHARE EXCHANGE**

**TMP WORLDWIDE SEARCH, INC.**

|                       |         |
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| Certified Copy        | 0       |
| Page Count            | 045     |
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TMP WORLDWIDE SEARCH, INC., a Florida corporation, document number  
P98000105331

INTO

**TMP WORLDWIDE SEARCH, INC.**, a Delaware entity not qualified in Florida.

File date: January 15, 2003

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

January 15, 2003

TMP WORLDWIDE SEARCH, INC.  
622 THIRD AVE  
38 FLOOR  
NEW YORK, NY 10017

SUBJECT: TMP WORLDWIDE SEARCH, INC.  
REF: P98000105331

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.

THIS IS A SMALL THING BUT SHOULD BE CORRECTED. PLEASE REFER TO THE CORPORATION IN PARAGRAPH 2 AS THE FLORIDA CORPORATION OR USE THE TMP SEARCH FLORIDA WHEN REFERRING TO THE CORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist

FAX Aud. #: H03000020983  
Letter Number: 003A00002171

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ARTICLES OF MERGER

OF

TMP WORLDWIDE SEARCH, INC.  
(a Florida corporation)

AND

TMP WORLDWIDE SEARCH, INC.  
(a Delaware corporation)

FILED  
08 JUN 15 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging TMP Worldwide Search, Inc., a Florida corporation ("TMP Search Florida") with and into TMP Worldwide Search, Inc., a Delaware corporation ("TMP Search Delaware").

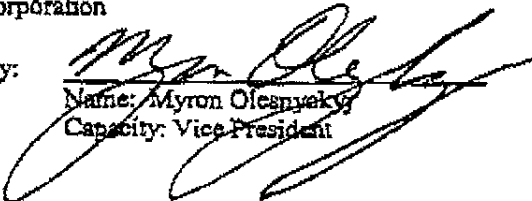
2. The sole shareholder of TMP Search Florida entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by it on January 14, 2003 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of TMP Search Florida with and into TMP Search Delaware is permitted by the laws of the jurisdiction of organization of TMP Search Delaware and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the sole shareholder of TMP Search Delaware was January 14, 2003.

Executed on January 14, 2003.

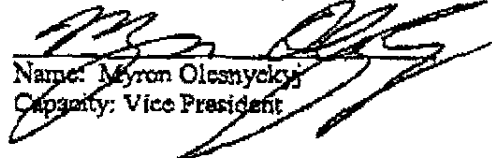
TMP WORLDWIDE SEARCH, INC., a Delaware corporation

By:

  
Name: Myron Olesnycky  
Capacity: Vice President

TMP WORLDWIDE SEARCH, INC., a Florida corporation

By:

  
Name: Myron Olesnycky  
Capacity: Vice President

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AGREEMENT AND PLAN OF MERGER adopted on January 14, 2003 by resolution of the Board of Directors of TMP Worldwide Search, Inc., a business corporation organized under the laws of the State of Florida ("TMP Search Florida"), and adopted on January 14, 2003 by resolution of the Board of Directors of TMP Worldwide Search, Inc., a business corporation organized under the laws of the State of Delaware ("TMP Search Delaware"). The names of the corporations planning to merge are TMP Worldwide Search, Inc., a business corporation organized under the laws of the State of Florida, and TMP Worldwide Search, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which TMP Worldwide Search, Inc., a Florida corporation plans to merge is TMP Worldwide Search, Inc., a Delaware corporation.

1. TMP Search Florida and TMP Search Delaware, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of TMP Search Delaware be merged with and into a single corporation, to wit, TMP Search Delaware, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of TMP Search Florida, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into its pro rata portion of one share of common stock of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

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6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

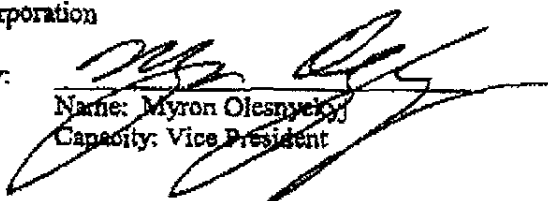
7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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 as of the date first written above.

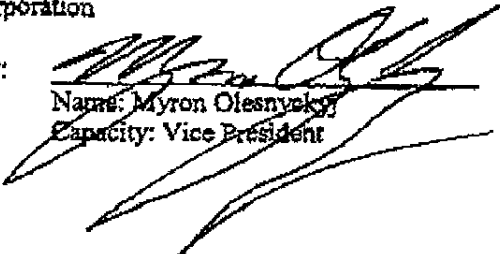
TMP WORLDWIDE SEARCH, INC., a Delaware corporation

By:

  
Name: Myron Olesnyckyj  
Capacity: Vice President

TMP WORLDWIDE SEARCH, INC., a Florida corporation

By:

  
Name: Myron Olesnyckyj  
Capacity: Vice President