

999000016114



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 137099 4812821

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : February 17, 1999

ORDER TIME : 12:19 PM

ORDER NO. : 137099-005

CUSTOMER NO: 4812821

CUSTOMER: Janice Ingoglio, Legal Asst
FULBRIGHT & JAWORSKI
FULBRIGHT & JAWORSKI
666 Fifth Avenue
31st Floor
New York, NY 10103

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 18 PM 4:40

DOMESTIC FILING

NAME: TMP FLORIDA ACQUISITION
CORPORATION

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

g 2/18/99

ARTICLES OF INCORPORATION

OF

TMP FLORIDA ACQUISITION CORPORATION

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter referred to as the "Corporation") is TMP Florida Acquisition Corporation.

SECOND: The street address of the principal office of the Corporation is 1633 Broadway, 33rd Floor, New York, New York 10019.

The mailing address of the Corporation is 1633 Broadway, 33rd Floor, New York, New York 10019.

THIRD: The number of shares that the Corporation is authorized to issue is 100, all of which are of a par value of \$.01 dollars each and are of the same class and are Common Shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

NAME

Gregg J. Berman

ADDRESS

c/o Fulbright & Jaworski L.L.P.
666 Fifth Avenue
New York, NY 10103

SIXTH: The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of Florida, shall hold office for the first year of this corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME

Andrew J. McKelvey

ADDRESS

c/o TMP Worldwide Inc.
1633 Broadway, 33rd Floor
New York, NY 10019

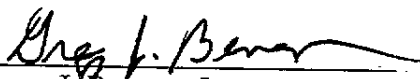
SEVENTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations under the Florida Business Corporation Act, whether granted by specific authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

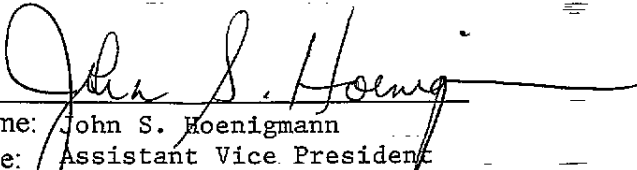
NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on February 12, 1999


Gregg J. Berman, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Name: John S. Hoenigmann
Title: Assistant Vice President

Date: February 17, 1999

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