



V 38669

ACCOUNT NO. : 072100000032

REFERENCE : 213703 4812821

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 78.75

FILED
01 JUL 10 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 9, 2001

ORDER TIME : 3:53 PM

ORDER NO. : 213703-010

CUSTOMER NO: 4812821

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

200004468062--5

ARTICLES OF MERGER

TMP TECHNOLOGY SOLUTIONS, INC.

INTO

SYSTEM ONE SOLUTIONS, INC.

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 10 PM 4:36
NOTED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

COULLETTE JUL 11 2001

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

TMP TECHNOLOGY SOLUTIONS, INC., a Delaware corporation,
F99000006612

INTO

SYSTEM ONE SOLUTIONS, INC., a Florida entity, V38669

File date: July 10, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER
OF
TMP TECHNOLOGY SOLUTIONS, INC.
AND
SYSTEM ONE SOLUTIONS, INC.

FILED
01 JUL 10 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging TMP Technology Solutions, Inc. ("TTSI") with and into System One Solutions, Inc. ("System One")

2. The Merger of TTSI with and into System One is permitted by the laws of the jurisdiction of organization of TTSI and is in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the shareholders of TTSI was June 8, 2001.

3. The Shareholders of System One entitled to vote thereon approved and adopted the aforesaid Agreement and Plan of Merger by written consent given on June 8, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation.

TMP TECHNOLOGY SOLUTIONS, INC.

By: 

Name: Myron Olesnycky

Title: President

SYSTEM ONE SOLUTIONS, INC.

By: 

Name: Myron Olesnycky

Title: President

AGREEMENT AND PLAN OF MERGER adopted for TMP Technology Solutions, Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on June 8th, 2001, and adopted for System One Solutions, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 8th, 2001. The names of the corporations planning to merge are TMP Technology Solutions, Inc., a business corporation organized under the laws of the State of Delaware, and System One Solutions, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which TMP Technology Solutions, Inc. plans to merge is System One Solutions, Inc.

1. TMP Technology Solutions, Inc. and System One Solutions, Inc. shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, System One Solutions, Inc., which shall be the surviving corporation at the effective time and 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 Florida Business Corporation Act. The separate existence of TMP Technology Solutions, Inc., 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 laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation 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 Florida Business Corporation Act.

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

5. Each share of the non-surviving corporation issued and outstanding immediately prior to the effective time and date of the merger, by virtue of the merger and without any action on the part of the holder thereof, 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.

6. 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 non-surviving corporation, and the Agreement and Plan of Merger herein

made and approved shall be submitted to the shareholders of the surviving for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. 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 non-surviving corporation, and in the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, 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 Delaware and of the State of Florida, 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 the Board of Directors and the proper officers 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 on the 28th
day of June, 2001.

TMP TECHNOLOGY SOLUTIONS, INC.

By: 

Name: Myron Olesnyckyj

Title: President

SYSTEM ONE SOLUTIONS, INC.

By: 

Name: Myron Olesnyckyj

Title: President

CERTIFICATE OF MERGER
OF
TMP TECHNOLOGY SOLUTIONS, INC.
AND
SYSTEM ONE SOLUTIONS, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) TMP Technology Solutions, Inc., which is incorporated under the laws of the State of Delaware ("TTSI"); and

(ii) System One Solutions, Inc., which is incorporated under the laws of the State of Florida ("System One").

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by TTSI in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by System One in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is System One Solutions, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of its incorporation.

4. The certificate of incorporation of System One, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of its incorporation.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

One Harbor Place, Suite 500
Tampa, Florida, 33602

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

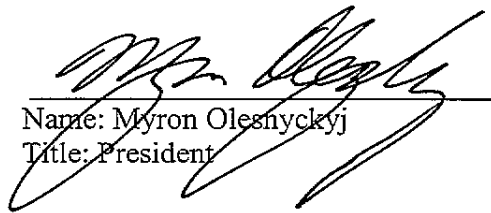
7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of TTSI, as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder TTSI as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

TMP Worldwide Inc.
Att: Myron Olesnyckyj, Esq.
622 Third Avenue
New York, NY 10017

Dated:

TMP TECHNOLOGY SOLUTIONS, INC.

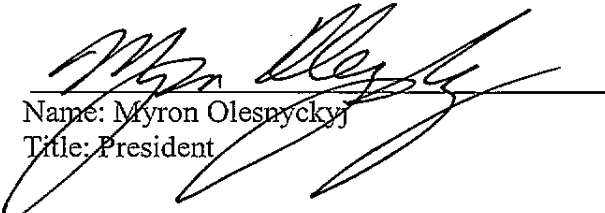
By:


Name: Myron Olesnyckyj
Title: President

Dated:

SYSTEM ONE SOLUTIONS, INC.

By:


Name: Myron Olesnyckyj
Title: President