

FRANK P. ROBERTSON TRUST
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:45 PM 03/19/1999
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(MON) 03. 22' 99 11:41/ST. 11:39/NO. 3561004399 P 2/3

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
EW ACQUISITION CORPORATION**

EW Acquisition Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That by a unanimous written consent of the Board of Directors of EW Acquisition Corporation, dated as of the date hereof, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be, and it hereby is, amended to restate Article I to read in full as follows:

"The Name of the Corporation is EW Career Solutions, Inc. (the "Company" or the "Corporation")."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the stockholder of said corporation took action by executing a unanimous written consent in lieu of a special meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

ny-189842

FROM CORPORATION TRUST

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IN WITNESS WHEREOF, EW ACQUISITION CORPORATION has caused this certificate to be signed by Jack D. Hiday, its President and Chief Executive Officer, this 19th day of March, 1999.

EW ACQUISITION CORPORATION

**BY: /s/ Jack D. Hiday
President and
Chief Executive Officer**

ny-189882

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