

08-24-1998

FORM PTO-1594 (REV 6-93)

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

8/11/98



100798965

REGISTRATION NO. 41230-118-2

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Docucorp, Inc. 5910 N. Central Expressway, Suite 800 Dallas, TX 75206-5140
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-Delaware
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies): Name: Docucorp International, Inc. Internal Address: Street Address: 5910 N. Central Expressway, Suite 800 City Dallas State TX ZIP 75206-5140
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[X] Corporation-Delaware
[] Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No
(Designation must be a separate document from Assignment).
Additional name(s) & address(es) attached? [] Yes [] No

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [X] Change of Name
[] Other:
Execution Date: January 15, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/389,749
Additional numbers attached? [] Yes [X] No

B. Trademark registration No.(s)
U.S. Patent & TMO/ TM Mail Rpt Dt. #70
08-10-1998

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kay Lyn Schwartz
Internal Address:
Street Address: 1601 Elm Street, Suite 3000
City Dallas State TX ZIP 75201-4761
08/24/1998 BNDUYEN 00000094 75389749
01-FC-481 40.00-00

6. Total number of applications and registrations involved: []
7. Total fee (37 CFR 3.41) \$ 40.00
[X] Enclosed
Authorized to be charged to deposit account.
8. Deposit account number: 070153
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
KAY LYN SCHWARTZ Signature Kay Lyn Schwartz Date August 5, 1998
Total number of pages including cover sheet, attachments, and document: 6

OMB No. 0651-0011 (exp. 4/94)

RESOLUTIONS BY THE WRITTEN CONSENT OF THE SHAREHOLDERS OF DOCUCORP, INC.

The undersigned, constituting in excess of 50% of the holders of Class A Common Stock and Class B Common Stock of DocuCorp, Inc., a Delaware corporation (the "Corporation"), acting pursuant to the authority conferred in the Delaware General Corporation Law, do hereby declare that they have signed this consent, or a counterpart hereof, the following resolutions shall then be consented to, approved and adopted to the same extent and to have the same force and effect as if adopted at a special meeting of the stockholders of the Corporation duly called and held for the purpose of acting upon proposals to adopt such resolutions:

RESOLVED, that the Corporation is hereby authorized to amend Article First of its Certificate of Incorporation to read as follows:

"FIRST: Name. The name of the corporation is DocuCorp International, Inc. (the 'Corporation')."

RESOLVED FURTHER, that the Corporation is hereby authorized to amend its Certificate of Incorporation by adding a new Article Eleventh to read as follows:

"ELEVENTH. No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws, and no action shall be taken by the stockholders by written consent in lieu of a meeting."

RESOLVED FURTHER, that the Corporation is hereby authorized to take all actions incident to the foregoing amendment.

IN WITNESS WHEREOF, each of the undersigned has executed this consent as of the date set forth opposite the name of the undersigned.

Class A Common Stock

Signature block with columns for Name and Date. Includes signatures for Safeguard Scientifics (Delaware), Inc. and Technology Ventures II, L.P. with dates 1/15/98.

Technology Leaders II Offshore L.P.
By: Technology Leaders II Management L.P., general partner
By: Technology Leaders Management, Inc., general partner

By: [Signature]
Principal

1/15/98

Class B Common Stock

Name

Date

Class B Common Stock

Name

Date

XEROX CORPORATION
BY: *Michael J. [Signature]*

1-13-98

Class B Common Stock

Name

Date

Paul Roop

1/9/98

Michael Fisher

1/12/98

James Lockwood

1/12/98

James T. Lee

1-14-98

Paul D. Fisher

1/15/98

Class B Common Stock

Name

Date

Paul Brown

1/9/99

William J. Fisher

1/12/98

Donald L. Fisher

1/12/99

JES/AM

1/14/98



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