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ATTORNEY DOCKE'  
41230-118-23

100935284

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

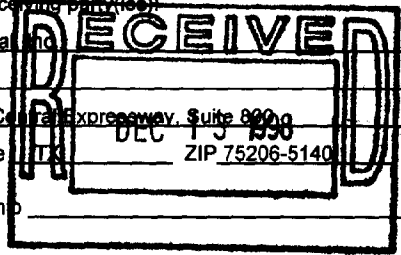
Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-Delaware  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  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 \_\_\_\_\_  
 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               Change of Name  
 Other: \_\_\_\_\_  
 Execution Date: January 15, 1998

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
75/389,396

Additional numbers attached?  Yes  No

B. Trademark registration No.(s)

*40E*

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

*12/31/1998 DNGUYEN 00000120 75389396*  
*01 FC:481 40.00 DP*

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) ..... \$ 40.00  
 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                      *Kay Lyn Schwartz*                      December 10, 1998  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 6

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

Name

Date

Safeguard Scientifics (Delaware), Inc.

[Signature]

1/15/98

By Technology Ventures I.P., general partner  
By Technology Ventures Management, Inc., general partner

[Signature]  
PRINCIPAL

1/15/98

Technology Leaders II ~~offshore~~ C.V.  
By: Technology Leaders II Management LP, general partner  
By: Technology Leaders Management, Inc., general partner

By: Rita Armin  
Prudential

1/15/98

Class B Common Stock

Name

Date

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Class B Common Stock

Name

Date

XEROX CORPORATION

By: *Walter D. [Signature]*

1-13-98

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Class B Common Stock

Name

Date

*Paul Ryan*

*1/9/98*

*William Parker*

*1/12/98*

*Conrad Conder*

*1/12/98*

*James F. Lee*

*1-14-98*

*John D. Smith*

*1/15/98*

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Class B Common Stock

Name

Date

Paul Ryan

1/9/99

Michael Pugh

1/12/98

Edward Lockwood

1/12/99

John W

1/14/98

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