

03-04-1999

COVER SHEET
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MRO 2-18-99



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ORNEY DOCKET NO. 41230-118-24, 26, 28

To the Honorable Commissioner of Patents and Trademarks

Attached original documents or copy thereof.

1. Name of conveying party(ies):

DocuCorp, Inc.

- Individual(s)
- General Partnership
- Corporation-State -Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date January 15, 1998

Effective Date January 15, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
75/389,397 75/389,395 75/389,399

2. Name and address of receiving party(ies):

Name: DocuCorp International, Inc.

Internal Address 5910 N. Central Expressway, Suite 800

Street Address: 5910 N. Central Expressway, Suite 800

City Dallas State TX ZIP 75206-5149

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

02-18-1999
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #47

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

B. Trademark registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kay Lyn Schwartz

Internal Address: 29th Floor

Street Address: 1601 Elm Street, Suite 3000

City Dallas State TX ZIP 75201-4761

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90 E

- 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.

H. Lisa Koh
Name of Person Signing

[Signature]
Signature

February 12, 1999
Date

Total number of pages including cover sheet, attachments, and document: 7

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PC:46
PC:48

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 Safeguard Scientifics (Delaware), Inc.

Date 1/15/98

By [Signature] Technology Ventures L.P. By Technology Ventures Management L.P., general partner By Technology Ventures Management, Inc., general partner

1/15/98

Technology Leaders II - 1/15/98
By: Technology Leaders & Management, Inc. 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: *Walter W. [Signature]*

1-13-98

Class B Common Stock

Name

Date

Paul Poy

1/9/98

William Poy

1/12/98

Donald Lockard

1/12/98

James T. Lee

1-14-98

John D. Poy

1/15/98

Class E Common Stock

Name

Date

Paul Brown

1/9/99

William Perkins

1/12/98

Edward Lambert

1/12/99

JES & M

1/14/98

GENERAL THAT IS AT THE DISCRETION OF THE BOARD

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