

RECORD FIRST

ATTORNEY DOCKET NO. 16092.3000
PAGE 1 OF 2

MRD 11/12/99

11-17-1999

FORM PTO-1594
1-31-92



101202321

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

HEET

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof. ATTORNEY DOCKET NO.: 16092.3000

1. Name of conveying party(ies):

THE PROFIT RECOVERY GROUP INTERNATIONAL, L.P.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Georgia
- Other

Additional names of conveying party(ies) attached?

YES NO

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

Name: THE PROFIT RECOVERY GROUP INTERNATIONAL II, L.P.

Internal Address:

Street Address: Suite 100 North, 2300 Wiridy Ridge Parkway

City: Atlanta

State: Georgia

Zip: 30339-8426

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Georgia
- 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) and address(es) attached?

YES NO

11/16/1999 DCDATES 00000052 1923121

01 FC:481
02 FC:482

40.00 OP
25.00 OP

3. Nature of conveyance:

<input type="checkbox"/> Assignment	<input type="checkbox"/> Merger	<input type="checkbox"/> Other
<input type="checkbox"/> Security Agreement	<input checked="" type="checkbox"/> Change of Name	

Execution Date: January 24, 1996

Effective Date: January 24, 1996

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):
1,923,121 and 1,936,667

Additional numbers attached? YES NO

RECORD FIRST

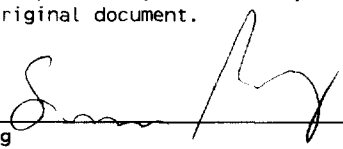
ATTORNEY DOCKET NO. 16092.3000

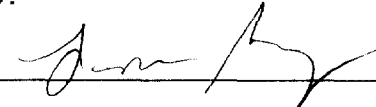
PAGE 2 OF 2

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Sumner C. Rosenberg, Esq. NEEDLE & ROSENBERG, P.C. Suite 1200, The Candler Building 127 Peachtree Street, N.E. Atlanta, Georgia 30303-1811 (404) 688-0770</p>	<p>6. Total number of applications and registrations involved: two (2)</p>
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<p>7. Total fee (37 CFR 3.41): \$65.00</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to Deposit Account.</p> <p>***** The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629. *****</p>

<p>8. Deposit account number: 14-0629 =====</p> <p style="text-align: center;">(Attach duplicate copy of this form if paying by deposit account)</p>
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<p>9. 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.</p> <p><u>Sumner C. Rosenberg</u>  _____</p> <p>Sumner C. Rosenberg Date <u>11/9/99</u></p> <p style="text-align: center;">Total Number of Pages Including Cover Sheet, Attachments, and Document: 4</p>
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<p>I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Patents, Washington, D.C. 20231, on this <u>9th</u> day of <u>November</u>, 1999.</p> <p><u>Sumner C. Rosenberg</u>  _____</p> <p>Sumner C. Rosenberg Date <u>11/9/99</u></p>
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Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCUMENT NUMBER : 300470014
CONTROL NUMBER : 9122178
EFFECTIVE DATE : 01/24/1996
REFERENCE : 0091
PRINT DATE : 01/24/1996
FORM NUMBER : 646

SILFEN, SEGAL, MILLS & FRYER, P.C.
MICHAEL H. SHUSTER
1050 CROWN POINTE PARKWAY
SUITE 410
ATLANTA, GA 30338

CERTIFICATE OF NAME CHANGE AMENDMENT

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the certificate of limited partnership of

THE PROFIT RECOVERY GROUP INTERNATIONAL, L.P.
A DOMESTIC LIMITED PARTNERSHIP

has been amended and the limited partnership name changed to

THE PROFIT RECOVERY GROUP INTERNATIONAL II, L.P.

by the filing of a certificate of amendment in the office of the Secretary of State and by the paying of fees as required by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

**SECOND AMENDMENT TO
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE PROFIT RECOVERY GROUP INTERNATIONAL, L.P.**

WHEREAS, the sole General Partner of The Profit Recovery Group International, L.P. (the "Partnership") deems it advisable to change the name of the Partnership to The Profit Recovery Group International II, L.P.; and

WHEREAS, the Partnership desires to amend its Certificate (as herein defined) to reflect the above described name change;

NOW, THEREFORE, THE PROFIT RECOVERY GROUP INTERNATIONAL, L.P. (the "Partnership"), a Georgia limited partnership formed pursuant to that certain Certificate of Limited Partnership of The Profit Recovery Group Services, L.P., filed of record with the Georgia Secretary of State on December 17, 1991, as amended by that certain First Amendment to Certificate of Limited Partnership of The Profit Recovery Group Services, L.P., filed of record with the Georgia Secretary of State on March 23, 1994, as amended and restated by that certain Amended and Restated Certificate of Limited Partnership of The Profit Recovery Group International, L.P., filed of record with the Georgia Secretary of State on April 25, 1995 (as amended and restated, the "Certificate"), as amended by that certain First Amendment to Amended and Restated Certificate of Limited Partnership of The Profit Recovery Group International, L.P., filed of record with the Georgia Secretary of State on April 27, 1995, does hereby amend the Certificate as follows:

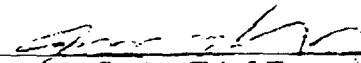
1. Section 1 of the Certificate is hereby deleted in its entirety, and the following is inserted in its place and stead:

"1. The name of the Partnership shall be "The Profit Recovery Group International II, L.P."

2. The effective date of this Second Amendment shall be the date of filing of this Second Amendment.

IN WITNESS WHEREOF, the undersigned being the sole General Partner of the Partnership, has executed this Second Amendment to Amended and Restated Certificate of Limited Partnership as of the 27th day of January, 1996.

THE PROFIT RECOVERY GROUP INTERNATIONAL II, L.P.

By: 
John M. Cook, Chief Executive Officer

RECEIVED
 JAN 27 2 26 PM '96
 SECRETARY OF STATE

COOKPREGAM.CAL-18-96

TOTAL P.05