

U.S. DEPARTMENT OF COMMERCE
RECORDATION FORM COVER SHEET Patent and Trademark Office
TRADEMARKS ONLY

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

1. Name of Party(ies) conveying an interest:

F.Y.I. Incorporated

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

2. Name and Address of Party(ies) receiving an interest:

SourceCorp Incorporated
3232 McKinney Avenue, Suite 1000
Dallas, Texas 75204

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: February 6, 2002

4. Application number(s) or registration number(s). Additional sheet attached?

Yes No

A. Trademark Application No.(s)

76/333796, 76/336,579, 76345909 and 76/357649

B. Trademark Registration No.(s)

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

Name: Dana C. Jewell, Esq.
Baker Botts L.L.P.
Street Address: 2001 Ross Avenue, Suite 600
City: Dallas
State: Texas Zip: 75201-2980

6. Number of applications and registrations involved: 4

7. Amount of fee enclosed or authorized to be charged: \$115.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): 50-2147

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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.

Dana C. Jewell
Name of Person Signing

Dana C. Jewell
Signature

July 16, 2002
Date

Total number of pages including cover sheet

5

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

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Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

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Delaware

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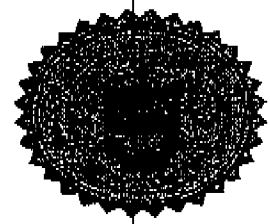
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SOURCECORP INCORPORATED", A DELAWARE CORPORATION,
WITH AND INTO "F.Y.I. INCORPORATED" UNDER THE NAME OF "F.Y.I. INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF FEBRUARY, A.D. 2002, AT 11:27 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTEENTH DAY OF FEBRUARY, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1608770
DATE: 02-12-02

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:27 AM 02/11/2002
020092009 - 2437908

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SOURCECORP INCORPORATED

WITH AND INTO

F.Y.I. INCORPORATED

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

F.Y.I. Incorporated, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of SourceCorp Incorporated, a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on January 31, 2002, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

"Approval of the Name Change Merger

RESOLVED, that the Board of Directors of the Company deems it advisable to change the Company's name from "F.Y.I. Incorporated" to "SOURCECORP, Incorporated" by merging SourceCorp Incorporated, a Delaware corporation wholly owned by the Company ("Subsidiary"), with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Merger") and hereby authorizes and approves the Merger in all respects;

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each outstanding share of capital stock of the Company (of any class or series) shall remain outstanding and in all

respects shall be unaffected, held by the person who was the holder of such share immediately prior to the Merger, and such holders shall not receive cash, new stock, securities or any other form of consideration as a result of the Merger;

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof;

FURTHER RESOLVED, that pursuant to and at the effective time of, the Merger, the name of the Company shall be changed to "SOURCECORP, Incorporated" by deleting ARTICLE ONE of the Restated Certificate of Incorporation, as amended, of the Company and inserting in lieu thereof a new ARTICLE ONE to read as follows:

ARTICLE ONE

Name

The name of the corporation is SOURCECORP, Incorporated.' "

FOURTH: The Company shall be the surviving corporation of the Merger. The name of the surviving corporation shall be amended in the Merger to be "SOURCECORP, Incorporated."

FIFTH: The restated certificate of incorporation, as amended, of the Company as in effect immediately prior to the effective time of the Merger shall be amended, effective concurrently with the Merger, by deleting Article One and inserting in lieu thereof a new Article One to read "The name of the corporation is "SOURCECORP, Incorporated" and, as so further amended, shall be the certificate of incorporation of the surviving corporation.


SIXTH: The effective time of the merger shall be 12:01 a.m., Delaware time, on February 14, 2002.

SEVENTH: At any time before filing, this Certificate of Ownership and Merger may be amended in any manner as may be mutually agreeable to the board of directors of F.Y.I. Incorporated and SourceCorp Incorporated.

EIGHTH: At any time before a Certificate of Ownership and Merger filed with the Secretary of State of Delaware becomes effective, this Certificate of Ownership and Merger may be terminated and the Merger may, subject to the rights of the parties hereunder, be abandoned by the board of directors of either F.Y.I. Incorporated or SourceCorp Incorporated.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 6th day of February, 2002.

F.Y.I. INCORPORATED,
a Delaware corporation

By: 
Charles S. Gilbert
Senior Vice President, General
Counsel and Secretary