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FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

5.29.02

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof. ATTORNEY DOCKET NO.: 16092.3001

1. Name of conveying party(ies):

THE PROFIT RECOVERY GROUP INTERNATIONAL, INC.

- 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: PRG-SCHULTZ INTERNATIONAL, INC.
Internal Address:

Street Address: 2300 Windy Ridge Parkway, Suite 100 North

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

Additional name(s) and address(es) attached?

- YES
- NO

FINANCE SECTION

MAY 21 2002

1664351

06/03/2002 LMUELLER 00000016 1664351

01 FC: 481 40.00 00
02 FC: 482 100.00 00

3. Nature of conveyance:

Assignment	Merger	Other
Security Agreement	X Change of Name	

Execution Date: January 24, 2002

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 1,664,351; 2,279,170; 2,285,531; 2,377,643; 2,377,644.

Additional numbers attached? YES NO

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

William H. Needle
NEEDLE & ROSENBERG, P.C.
The Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303-1811
(404) 688-0770

6. Total number of applications and registrations involved: 5

RECORD 2ND

7. Total fee (37 CFR 3.41): \$140.00

[X] Enclosed, authorized by a signed Credit Card Payment Form PTO-2038

[] Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629

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(Attach duplicate copy of this form if paying by deposit account)

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.

William H. Needle

William H. Needle

5-20-02

Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 7

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, Director of the United States Patent and Trademark Office, Washington, D.C. 20231, on this *20* day of May, 2002.

Michael Moody

Michael Moody

5/20/02

Date

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE PROFIT RECOVERY GROUP INTERNATIONAL, INC.

Pursuant to Sections 14-2-1001 and 14-2-1002 of the Georgia Business Corporation Code (the "Code"), THE PROFIT RECOVERY GROUP INTERNATIONAL, INC., a Georgia corporation, hereby submits these Articles of Amendment:

1. The name of the corporation is **The Profit Recovery Group International, Inc.**
2. The Articles of Incorporation of the corporation are hereby amended by deleting the current Article I in its entirety and substituting the following in lieu thereof:


"ARTICLE I

The name of the corporation is **PRG-Schultz International, Inc.** (the "Corporation")."

3. The foregoing Amendment was duly adopted by the Board of Directors of the corporation on January 18, 2002.
4. Pursuant to Section 14-2-1002 of the Code, shareholder approval was not required.
5. The corporation has requested and paid for publication of a notice of intent to file articles of amendment to change the name of the corporation as required by Section 14-2-1006.1 of the Code.

IN WITNESS WHEREOF, the corporation has caused these Articles of Amendment to be executed by its officer this 24th day of January, 2002.

**THE PROFIT RECOVERY GROUP
INTERNATIONAL, INC.**



John M. Cook
Chairman of the Board and
Chief Executive Officer

RECORDED & INDEXED
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