

07-10-2002

Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Sourcecorp Incorporated

Individuals Association
 General Partnership Limited Partnership

Corporation - Delaware **7.1.02**
 Other

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

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

Name: F.Y.I. Incorporated
 Internal Address: _____
 Street Address: 3232 McKinney Avenue Suite 1000
 City: Dallas State: Texas Zip Code: 75204

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

OFFICE OF PUBLIC RECORDS
2002 JUL - 11 AM 2:12
FINANCE SECTION

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: February 6, 2002

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

Trademark Registration No.(s)

2508964

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Helen Bruno, Senior Legal Assistant
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00 (already charged)
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in case of deficiency)
 (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.

Helen Bruno
Name of Person Signing

July 1, 2002
Date

Total number of pages comprising cover sheet: 5

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
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Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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**TRADEMARK
REEL: 002540 FRAME: 0961**

04-24-2002
 102064684

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

1. Name of conveying party(ies): 2002 APR -3 PM 12:30
 F.Y.I. Incorporated
 FINANCE SECTION
 Individuals Association
 General Partnership Limited Partnership
 Corporation-State -Del aware **4-3-02**
 Other
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Sourcecorp Incorporated
 Internal Address: _____
 Street Address: 3232 McKinney Avenue Suite 1000
 City: Dallas State: Texas Zip Code: 75204
 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
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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 Security Interest Change of Name
 Other
 Execution Date: February 6, 2002

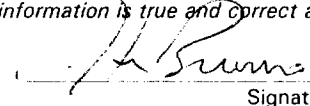
4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
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Trademark Registration No.(s)
2508964

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23-1705 (in case of deficiency)
 (Attach duplicate copy of this page if paying by deposit account)

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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.
 Helen Bruno  April 3, 2002
 Name of Person Signing Signature Date
 Total number of pages comprising cover sheet: 1

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Washington, D.C. 20231
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Delaware

PAGE 1

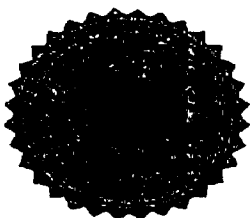
The First State

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

AUTHENTICATION: 1608770

2437908 8100M

020092009

DATE: 02-12-02

TRADEMARK
REEL: 002540 FRAME: 0963

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