

12/6/02

12-12-2002

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/02)
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HEET U.S. DEPARTMENT OF COMMERCE
LY U.S. 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):

THE PROFIT RECOVERY GROUP USA, INC.

- Individual(s)
- General Partnership
- Corporation-State GEORGIA
- 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 24, 2002

2. Name and address of receiving party(ies)

Name: PRG-SCHULTZ USA, INC.

Internal Address: _____
Address: _____

Street Address: 600 Galleria Parkway, Suite 100

City: Atlanta State: GA Zip: 30339

- Individual(s) citizenship _____
- 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
(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) _____

B. Trademark Registration No.(s) 1,967,802

and 1,740,217

Additional number(s) attached Yes No

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

Name: Margaret Ferguson

Internal Address: Kelley Drye & Warren LLP

Street Address: 101 Park Avenue

City: New York State: NY Zip: 10178

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Margaret Ferguson
Name of Person Signing

Margaret Ferguson
Signature

12/6/02
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

12/11/2002 TDI/AZI 00000135 1967802

01 FC:8521
02 FC:8522

40.00 OP
25.00 OP

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REEL: 002631 FRAME: 0849

OFFICE OF RECORDS
DEC - 6 AM 7:24
FINANCE SECTION

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

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

1. The name of the corporation is **The Profit Recovery Grpup USA, 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:

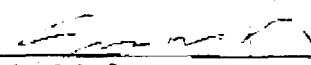
"ARTICLE I

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

3. The foregoing Amendment was duly adopted by the Board of Directors of the corporation on January 24, 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 26th day of January, 2002.

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



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

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the said corporation this 26th day of January, 2002.

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 020240145
CONTROL NUMBER : K021332
EFFECTIVE DATE : 01/24/2002
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FORM NUMBER : 611

JOHN M. COOK
2300 WINDY RIDGE PARKWAY
SUITE 100 NORTH
ATLANTA, GA 303396406

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

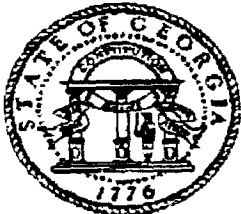
**THE PROFIT RECOVERY GROUP USA, INC.
A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the Office of the Secretary of State changing its name to

PRG-SCHULTZ USA, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

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



Cathy Cox
Secretary of State