

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Profit Recovery Group USA, Inc.		01/24/2002	CORPORATION: GEORGIA

RECEIVING PARTY DATA	
Name:	PRG-Schultz USA, Inc.
Street Address:	2300 Windy Ridge Parkway
Internal Address:	Suite 100 North
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30339-8426
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1740217	FRAUD-CHEK

CORRESPONDENCE DATA	
Fax Number:	(404)873-8501
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	404-873-8500
Email:	inga.smith@agg.com
Correspondent Name:	Stephen M. Dorvee
Address Line 1:	1201 West Peachtree Street
Address Line 2:	2800 One Atlantic Center
Address Line 4:	Atlanta, GEORGIA 30309-3450

ATTORNEY DOCKET NUMBER:	1413
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NAME OF SUBMITTER:	Stephen M. Dorvee
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Total Attachments: 3
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**TRADEMARK
 REEL: 002771 FRAME: 0084**

CH \$40.00 1740217

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 033630274
CONTROL NUMBER : K021332
DATE INC/AUTH/FILED: 11/19/1990
JURISDICTION : GEORGIA
PRINT DATE : 12/29/2003
FORM NUMBER : 215

ARNALL GOLDEN & GREGORY LLP
LORI BRADFORD
1201 W. PEACHTREE ST STE 2800
ATLANTA, GA 303093400

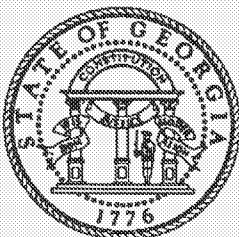
CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

PRG-SCHULTZ USA, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in cursive script, appearing to read 'Cathy Cox'.

Cathy Cox
Secretary of State

TRADEMARK
REEL: 002771 FRAME: 0086

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
REFERENCE : 0045
PRINT DATE : 01/24/2002
FORM NUMBER : 611

JOHN M. COOK
2300 WINDY RIDGE PARKWAY
SUITE 100 NORTH
ATLANTA, GA 303398426

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

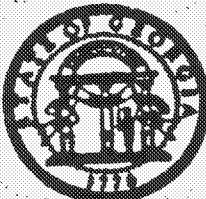
THE PROFIT RECOVERY GROUP USA, INC.
A DOMESTIC PROFIT CORPORATION

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

PRG-SCHULTE 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

Cathy Cox
Secretary of State

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

KO 2/332
20050018

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 Group 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

3. The name of the corporation is PRG-Schultz USA, Inc. (the "Corporation").
4. The foregoing Amendment was duly adopted by the Board of Directors of the corporation on January 24, 2002.
5. Pursuant to Section 14-2-1002 of the Code, shareholder approval was not required.
6. 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
USA, INC.


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

RECEIVED DIVISION
JAN 24 4 02 PM '02
SECRETARY OF STATE