

F98000007058

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SOURCECORP, Incorporated f/k/a F.Y.I. Incorporated
(Name of corporation)

DOCUMENT NUMBER: F98000007058

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lisa Henderson

(Name of person)

SOURCECORP, Incorporated

(Name of firm/company)

3232 McKinney Ave., Ste. 1000

(Address)

Dallas, Texas 75204

(City/state and zip code)

200005140272--3
-04/08/02--01070--012
*****10.00 *****10.00

For further information concerning this matter, please call:

Lisa Henderson

(Name of person)

at (214) 740-6561

(Area code & daytime telephone number)

200005140272--3
-03/22/02--01012--002
*****25.00 *****25.00

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
02 APR -8 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
T. Lewis 4/8/02



3232 McKinney Avenue
Suite 1000
Dallas, TX 75204
phone. 214.740.6500
fax. 214.740.6556
www.srcp.com

April 3, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Thelma Lewis

Re: F.Y.I. Incorporated

Dear Ms. Lewis:

Enclosed is a check for the \$10.00 additional filing fee due for amendment to change the name of the corporation to **SOURCECORP**, Incorporated. We had previously sent you \$25.00 instead of \$35.00 and you were going to hold the application until you received the additional \$10.00 due. I apologize for the inconvenience.

Once the application has been processed, please send evidence of filing to my attention at the address shown above. Should you have any questions regarding this filing or need anything further, please call me at 214/740-6534. Thank you for your assistance.

Sincerely,

Helen Lovato
Legal Assistant

RECEIVED
02 APR -8 AM 11:56
DIVISION OF CORPORATIONS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F98000007058

Document Number of Corporation (If known)

1. F.Y.I. Incorporated dba F.Y.I. Leasing Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 12/23/98
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 02/14/02

5. SOURCECORP, Incorporated
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

n/a
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a
(New jurisdiction)

Charles S. Gilbert
(Signature of the chairman or vice chairman of the Board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Charles S. Gilbert
(Typed or printed name)

March 19, 2002
(Date)

Sr VP, Secretary & General Counsel
(Title)

FILED
APR - 8 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "SOURCECORP, 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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2437908 8100M

AUTHENTICATION: 1661109

020129154

DATE: 03-12-02

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