

TRANSMITTAL LETTER

P34496

TO: Amendment Section
Division of Corporations

SUBJECT: THE PROFIT RECOVERY GROUP USA, INC.
(Name of corporation)

DOCUMENT NUMBER: P34496

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

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-05/28/02--01071--025
*****35.00 *****35.00

MARK HENRY
(Name of person)

PRG-SCHULTZ USA, INC.
(Name of firm/company)

2300 WINDY RIDGE PKWY; SUITE 900 NORTH
(Address)

ATLANTA, GA 30339
(City/state and zip code)

For further information concerning this matter, please call:

GAIL FULLER at (770) 779-3395
(Name of person) (Area code & daytime telephone number)

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

02 MAY 28 AM 11:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

al 6/3

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)

P34496

Document Number of Corporation (If known)

1. THE PROFIT RECOVERY GROUP USA, INC.
(Name of corporation as it appears on the records of the Department of State)
2. GEORGIA (Incorporated under laws of) 3 6/27/1991
(Date authorized to conduct affairs in Florida)

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

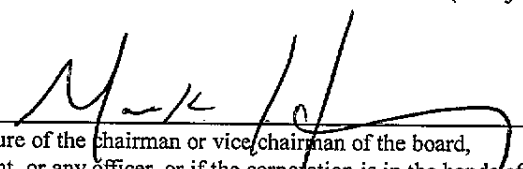
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/24/2002
5. PRG-SCHULTZ USA, INC.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

NO CHANGE
(New duration)

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

NO CHANGE
(New jurisdiction)

FILED
02 MAY 28 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


(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)

5/15/02
(Date)

MARK HENRY
(Typed or printed name)

VICE PRESIDENT
(Title)

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 021350203
CONTROL NUMBER : K021332
DATE INC/AUTH/FILED: 11/19/1990
JURISDICTION : GEORGIA
PRINT DATE : 05/15/2002
FORM NUMBER : 215

PRG-SCHULTZ USA, INC.
GAIL FULLER
2300 WINDY RIDGE PKWY STE 900 NORTH
ATLANTA, GA 303398426

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 black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

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-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

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:

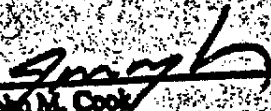
"ARTICLE I

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 24th day of January, 2002.

THE PROFIT RECOVERY GROUP
USA, INC.


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

SECRETARY OF STATE
JAN 24 A 9 23
CORPORATION DIVISION