

P34496

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(City/State/Zip/Phone #)

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10 APR 16 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
C.COULLIETTE

APR 16 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PRG-SCHULTZ 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:

DERRICK BUSBY
Name of Contact Person

PRGX USA, INC.
Firm/Company

600 GALLERIA PARKWAY, STE 100
Address

ATLANTA, GA 30339
City/State and Zip Code

joey.chen@prgx.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DERRICK BUSBY at (770) 779-3900
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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. PRG-SCHULTZ USA, INC.
(Name of corporation as it appears on the records of the Department of State)

2. GEORGIA 3. 11/19/1990
(Incorporated under laws of) (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? 01/20/2010

5. PRGX 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)


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

(New duration)

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

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

ROBERT LEE
(Typed or printed name of person signing)

CFO
(Title of person signing)

10 APR 16 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Control No. K021332

STATE OF GEORGIA

Secretary of State

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

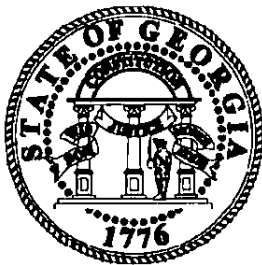
Certified Copy

I, Brian P. Kemp, Secretary 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

PRGX USA, INC.

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 19th day of November, 1990 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.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 25th day of March, 2010

B. P. Kemp

Brian P. Kemp
Secretary of State



CONFIDENTIAL - FOR OFFICIAL USE ONLY

January 27, 2010

PRGX Global, Inc.
600 Galleria Pkwy.
Suite 100
Atlanta, GA 30339

Department of the Treasury
Internal Revenue Service
Ogden, UT
84201-0012

RE: Change of Corporate Name

FEIN: 58-1917267

This letter is a request to change the corporate name for FEIN 58-1917267 as follows:

Current Name: PRG-Schultz USA, Inc.

New Name: PRGX USA, Inc.

Please make this change effective immediately.

Please contact our Tax Department at 770-779-3900 if you have any questions or need any additional information.

Regards,

Robert Lee
Chief Financial Officer
PRGX Global, Inc.
PRGX USA, Inc.

Enclosures/



STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT NAME CHANGE

I, **Wesley B. Tailor**, the Deputy Secretary of State and the Corporations
Commissioner of the State of Georgia, hereby certify under the seal of my office that

PRG-SCHULTZ USA, INC.

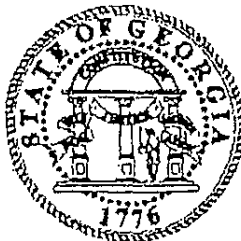
a Domestic Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on
01/20/2010 changing its name to

PRGX 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/ certificate of
amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on January 20, 2010



Wesley B. Tailor
Deputy Secretary of State

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
PRG-SCHULTZ USA, INC.

The Articles of Amendment of the Articles of Incorporation of PRG-Schultz USA, Inc. (the "Corporation") are as follows:

ARTICLE I

The name of the Corporation is PRG-Schultz USA, Inc., and its control number is K021332.

ARTICLE II

The Corporation hereby adopts the following amendment to change the name of the Corporation. The new name of the Corporation is "PRGX USA, Inc."

ARTICLE III

The foregoing amendment was adopted effective on January 20, 2010, by a sufficient vote of the Board of Directors of the Corporation without shareholder action as shareholder action was not required.

ARTICLE IV

The undersigned does hereby certify that a notice to publish the filing of these Articles of Amendment to change the Corporation's name along with the publication fee of \$40.00 has been forwarded to the legal organ of the county of the Corporation's registered office as required by O.C.G.A. §14-2-1006.1.

ARTICLE V

The effective date of the foregoing amendment shall be January 20, 2010.

[Signatures on following page]

State of Georgia
Expedite Name Change 2 Page(s)



T1002010506

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment
this 19th day of January, 2010

PRG-SCHULTZ USA, INC.

By: 

Name: Victor A. Allums

Title: Senior Vice President, General Counsel &
Secretary

2010 JAN 19 PM 3:21
SECURITY DIVISION
CORPORATE DIVISION

STATE OF GEORGIA

Secretary of State

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

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

PRGX USA, INC.

Domestic Profit Corporation

was formed or was authorized to transact business on 11/19/1990 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 4th day of March, 2010

A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State