

F04000006431

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

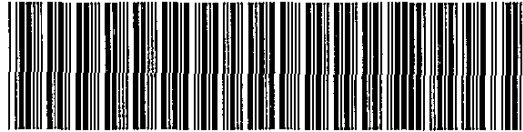
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

AK

Office Use Only



400042246444

04 NOV 10 PM 3:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 NOV 10 PM 12:23
RECEIVED
GENERAL CORPORATIONS
DIVISION
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 963391 7372030
AUTHORIZATION :
COST LIMIT : \$ 87.50

FILED
04 NOV 10 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pizeto

ORDER DATE : November 9, 2004
ORDER TIME : 10:56 AM
ORDER NO. : 963391-010
CUSTOMER NO: 7372030
CUSTOMER: Carol Chadsey
Quadramed Corporation
Suite 600
12110 Sunset Hills Road
Reston, VA 20190

FOREIGN FILINGS

NAME: QUADRAMED AFFINITY CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. QuadraMed Affinity Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware

(State or country under the law of which it is incorporated)

3. 54-1447754

(FEI number, if applicable)

4. December 8, 1987

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A - will not transact business until authority to do so is granted

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 12110 Sunset Hills Road, Suite 600, Reston, Virginia 20190

(Principal office address)

12110 Sunset Hills Road, Suite 600, Reston, Virginia 20190

(Current mailing address)

8. Healthcare data management

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Georgia Byron (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

FILED 04 NOV 10 PM 3:51 SECRETARY OF STATE TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: Lawrence P. English

Address: 12110 Sunset Hills Road, Suite 600
Reston, Virginia 20190

Vice Chairman: Michael S. Wilstead

Address: 12110 Sunset Hills Road, Suite 600
Reston, Virginia 20190

Director: John C. Wright

Address: 12110 Sunset Hills Road, Suite 600
Reston, Virginia 20190

Director: _____

Address: _____

B. OFFICERS

President: Lawrence P. English

Address: 12110 Sunset Hills Road, Suite 600
Reston, Virginia 20190

Vice President: Michael S. Wilstead

Address: 12110 Sunset Hills Road, Suite 600
Reston, Virginia 20190


Secretary: John C. Wright

Address: 12110 Sunset Hills Road, Suite 600, Reston, Virginia 20190

Treasurer: John C. Wright

Address: 12110 Sunset Hills Road, Suite 600, Reston, Virginia 20190

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. John C. Wright, Secretary/Treasurer, QuadraMed Affinity Corporation
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

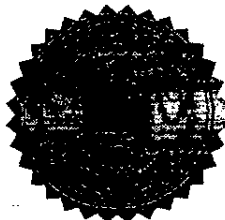
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUADRAMED AFFINITY CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUADRAMED AFFINITY CORPORATION" WAS INCORPORATED ON THE EIGHTH DAY OF DECEMBER, A.D. 1987.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2145545 8300

AUTHENTICATION: 3466106

040808317

DATE: 11-09-04