

F08000002486

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

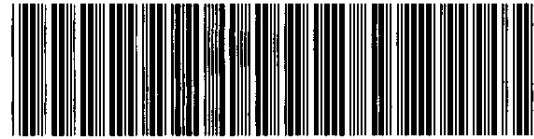
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10 JUL 27 AM 10:38
STATE
TALLAHASSEE FLORIDA

FFNC
Kasey
1/1

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Broadlane, Inc
Name of Corporation

DOCUMENT NUMBER: F08000002486

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mirtha C. Hanks
Name of Contact Person

The Broadlane Group, Inc, Legal Department
Firm/Company

13727 Noel Rd., Suite 1400
Address

Dallas Texas 75240

City/State and Zip Code

mirtha.hanks@broadlane.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mirtha C. Hanks at (972) 813-7806
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 TRANACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F08000002486

(Document number of corporation (if known))

1. Broadlane, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of) 3. June 3, 2008 (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? JULY 19, 2010

5. The Broadlane Group, 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)

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SECTION II
FALLAH ADAMS
TALLAHASSEE, FLORIDA

(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)

Jonathan Napier

(Typed or printed name of person signing)

Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BROADLANE, INC.", CHANGING ITS NAME FROM "BROADLANE, INC." TO "THE BROADLANE GROUP, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JULY, A.D. 2010, AT 11:12 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3137368 8100

100751195




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8120182

DATE: 07-19-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:12 AM 07/19/2010
FILED 11:12 AM 07/19/2010
SRV 100751195 - 3137368 FILE

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BROADLANE, INC.

The undersigned, Jonathan Napier, hereby certifies that:

1. He is duly elected and acting Secretary of Broadlane, Inc., a Delaware corporation;
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State on December 9, 1999, under the name Tendex, Inc.;
3. The Amended and Restated Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

ARTICLE I

Name: The name of this corporation is The Broadlane Group, Inc. (the "Corporation").

ARTICLE II

Address: Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

ARTICLE IV

Number of Shares. The total number of shares of stock that the Corporation shall have authority to issue is: one hundred (100), all of which shall be shares of Common Stock of the par value of \$0.01 per share.

ARTICLE V

Election of Directors. Unless and except to the extent that the Bylaws of the Corporation (the "Bylaws") shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VI

Limitation of Liability. To the fullest extent permitted under the General Corporation Law, as amended from time to time, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as director.

Any amendment, repeal or modification of the foregoing provision shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, repeal or modification.

ARTICLE VII

7.1 Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is party or is threatened to be made a party or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she (or a person for whom he or she is the legal representative) is or was a director or officer of the Corporation or (while a director or officer of the Corporation) is or was serving at the request of the Corporation as a director, officer, employee or agent of another entity or enterprise (including service with respect to employee benefit plans) against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Article 7.3, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Board of Directors of the Corporation (the "Board").

7.2 Prepayment of Expenses. To the extent permitted by applicable law, the Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition; provided, however, that (to the extent required by applicable law) such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article 7 or otherwise.

7.3 Claims. If a claim for indemnification or advancement of expenses under this Article 7 is not paid in full within 30 days after a written claim therefore by the Covered Person has been received by the Corporation, then the Covered Person may file suit to recover the unpaid amount of such claim and (if successful in whole or in part) shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

7.4 Non-exclusivity of Rights. The rights conferred on any Covered Person by this Article 7 shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the Bylaws, agreement, vote of stockholders or disinterested directors, or otherwise.

7.5 Other Sources. The Corporation's obligation (if any) to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another entity or enterprise shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other entity or enterprise.

7.6 Amendment or Repeal. Any repeal or amendment of the foregoing provisions of this Article 7 shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or amendment.

7.7 Other Indemnification and Prepayment of Expenses. This Article 7 shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE VIII

Section 203 of the General Corporation Law. The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law.

ARTICLE IX

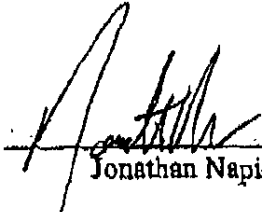
Adoption, Amendment and/or Repeal of Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any Bylaw whether adopted by them or otherwise.

ARTICLE X

Certificate Amendments. The Corporation reserves the right at any time (and from time to time) to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and add other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article 10.

The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by the Corporation's Board of Directors and by a majority of the outstanding stock entitled to vote in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

Executed on July 19, 2010.



Jonathan Napier, Secretary