

**F10000004236**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
 Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY  
 Account Number : I20000000195  
 Phone : (850) 521-1000  
 Fax Number : (850) 558-1515

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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION  
 QUADRAMED QUANTIM CORPORATION**

Certificate of Status	0
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Page Count	01
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 SEP 23 AM 10:30

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**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 Quantum 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. 27-2094718

(FEI number, if applicable)

4. March 09, 2010

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

c/o Quadramed Corporation, Suite 600, 12110 Sunset Hills Road  
Reston, VA 20190

(Principal office address)

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

(Current mailing address)

Provision of healthcare information technology software and services.  
To engage in any act or activity for which corporations may be organized.

8. (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)

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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.*

Corporation Service Company

By: Julia Cleaver, Asst. VP

(Registered agent's signature)

Julia Cleaver, Assistant Vice President

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.

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

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**A. DIRECTORS**

Chairman: See attached officers/directors rider

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Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

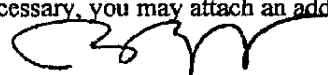
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**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. David L. Piazza , Assistant Secretary

(Typed or printed name and capacity of person signing application)

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**OFFICERS/DIRECTORS RIDER**

FL-Application by Foreign Corporation for Authorization

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QuadraMed Quantum Corporation

**List of Officers**

**Name:** Duncan W. James **Title:** CEO  
**Bus. Addr.:** 12110 Sunset Hills Road, Suite 600, Reston, VA 20190

**Name:** Chris Adams **Title:** Secretary  
**Bus. Addr.:** 12110 Sunset Hills Road, Suite 600, Reston, VA 20190

**Name:** David L. Piazza **Title:** CFO & Asst. Sec.  
**Bus. Addr.:** 12110 Sunset Hills Road, Suite 600, Reston, VA 20190

**List of Directors**

**Name:** Ezra Perlman **Term:**  
**Bus. Addr.:** 12110 Sunset Hills Road, Suite 600, Reston, VA 20190

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**Name:** Chris Adams **Term:**  
**Bus. Addr.:** 12110 Sunset Hills Road, Suite 600, Reston, VA

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# Delaware

*The First State*

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PAGE 1  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUADRAMED QUANTIM 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 TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUADRAMED QUANTIM CORPORATION" WAS INCORPORATED ON THE NINTH DAY OF MARCH, A.D. 2010.

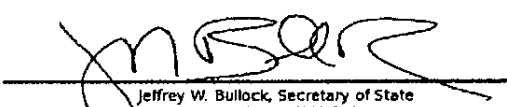
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4797086 8300

100934990

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8245756

DATE: 09-23-10