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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Quadra Med Operating Corporation  
File 1st

☐ Walk In

☐ Pick Up Time

☐ Certified Copy

☐ Mail Out

☐ Certificate of Status

☐ Will Wait

☐ Certificate of Good Standing

☐ Photocopy

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

AL JUN 17 1999

**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 Operating Corporation

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

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

68-0422446

(FEI number, if applicable)

4. 12/10/98

(Date of Incorporation)

Perpetual

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

6. 1/4/99

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1003 W.Cutting Blvd., 2nd Floor

Richmond, CA 94804

(Current mailing address)

8. Healthcare Data Management

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

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

Name: NationsCorp Registered Agents, Inc.

Office Address: 526 E. Park Ave.

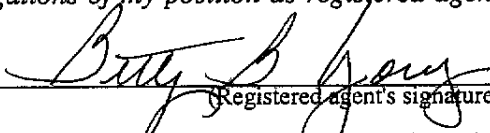
Tallahassee, FL

32301

(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.*

  
(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.

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 JUN 16 PM 5:05

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: James D. Durham

Address: 1003 W. Cutting Blvd., 2nd Floor

Richmond, CA 94804

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

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

Director: James D. Durham

Address: " " "

Director: John V. Cracchiolo

Address: " " "

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: James D. Durham

Address: 1003 W. Cutting Blvd., 2nd Floor

Richmond, CA 94804

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

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

Secretary: Keith M. Roberts

Address: " " "

Treasurer: John V. Cracchiolo

Address: " " "

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Keith M. Roberts, Secretary

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

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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUADRAMED OPERATING 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 JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUADRAMED OPERATING CORPORATION" WAS INCORPORATED ON THE TENTH DAY OF DECEMBER, A.D. 1998.

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

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SECRETARY OF CORPORATIONS  
DIVISION  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9794837

DATE: 06-09-99