

**E9900000310**

ACCOUNT NO. : 072100000032

REFERENCE : 841725 7160010

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 35.00

FILED  
01 OCT 10 11:53  
TALLAHASSEE, FLORIDA  
STATE DEPT. OF CORP.

ORDER DATE : October 8, 2001

ORDER TIME : 10:27 AM

ORDER NO. : 841725-180

CUSTOMER NO: 7160010

*RA  
Change*

CUSTOMER: Ms. Pattie .. Manning  
Quadramed Corporation  
22 Pelican Way  
  
San Rafael, CA 94903

100004629821--1

CHANGE OF AGENT

NAME: QUADRAMED OPERATING CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

RECEIVED  
01 OCT 10 AM 11:35  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*NR  
10/11/01*

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

*Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation : \_\_\_\_\_  
QuadraMed Operating Corporation

2. The mailing address of the corporation : 22 Pelican Way, San Rafael, CA 94901

3. Date of incorporation/qualification: June 16, 1999 Document number: F99000003101

4. The name and address of the current registered agent and office:

Nationscorp Registered Agents, Inc.  
526 E. Park Avenue  
Tallahassee, FL32301

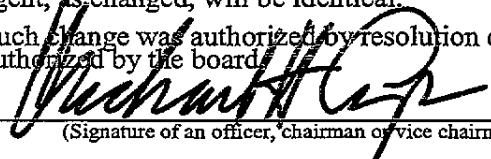
5. The name and address of the new registered agent (if changed) and/or registered office (if changed):  
(P. O. Box Not Acceptable)

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, if changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

  
(Signature of an officer, chairman or vice chairman of the board)

09-10-01  
(Date)

Michael H. Lanza, Exec. VP & Corp. Secretary  
(Printed or typed name and title)

*Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.*

Corporation Service Company

  
(Signature of Registered Agent)

10-9-01  
(Date)

If signing on behalf of an entity:

Bobbie Hall  
(Typed or Printed Name)

Assistant Vice President  
(Capacity)

**\*\*\* FILING FEE: \$35.00 \*\*\***