

CCPS
13 N. MERIDIAN STREET, TOWER LEVEL
TALLAHASSEE, FL 32301
252-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 7-30-99

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-07/30/99--01009--023
*****70.00 *****70.00

REF. #: 0173.7757

CORP. NAME: Creative Business Solutions,
Inc.

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 5586 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- ☐ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☒ STAMPED COPY

Examiner's Initials _____

RECEIVED
JUL 30 PM 10:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED
JUL 30 AM 10:52
7/30

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

Creative Business Solutions, Inc. (which will transact
business in Florida as TriZetto CBS, Inc.)

SUBJECT: _____
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kate Lane
(Name of Person)

Charles Baclet & Associates
(Firm/Company)

2030 Main Street, Suite 1030
(Address)

Irvine, CA 92614
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Kate Lane
(Name of Person)

at (949) 955-9585
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

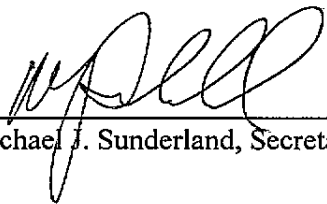
MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CERTIFICATE OF SECRETARY

The undersigned, Michael J. Sunderland, the duly elected and acting Secretary of Creative Business Solutions, Inc., a corporation duly organized under the laws of the state of Texas, does hereby certify that attached hereto is a true and correct copy of a resolution adopted by the Board of Directors of said corporation on May 21, 1999.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of July 21, 1999.



Michael J. Sunderland, Secretary

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TALLAHASSEE FLORIDA

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
CREATIVE BUSINESS SOLUTIONS, INC.,
a Texas corporation**

The undersigned, constituting the Board of Directors of Creative Business Solutions, Inc., a Texas corporation (the "Corporation"), in accordance with the authority contained in Section 9.10 of the Texas Business Corporation Act and the Bylaws of this Corporation, hereby consent to the adoption of the following recitals and resolutions:

Approval of Adoption of Alternate Corporate Names in Connection with Qualification and Transacting Business in Various States

WHEREAS, this Corporation desires to qualify to transact business as a foreign corporation in the States of California, Colorado, Florida, Indiana, Louisiana and North Carolina; and

WHEREAS, this Board of Directors has been advised that the name of this Corporation is not available for corporate use in the States of California, Colorado, Florida, Indiana, Louisiana and North Carolina.


NOW, THEREFORE, BE IT RESOLVED, that this Corporation shall adopt the fictitious name "TriZetto CBS, Inc." for use in transacting business in the States of California, Colorado, Florida, Indiana and North Carolina pursuant to the provisions of the applicable laws of such states;

RESOLVED FURTHER, that this Corporation shall adopt the fictitious name "TriZetto Creative Business Solutions, Inc." for use in transacting business in the State of Louisiana pursuant to the provisions of the applicable laws of the State of Louisiana; and

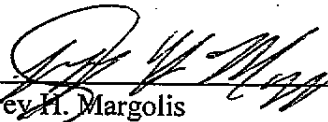
RESOLVED FURTHER, that the officers of this Corporation be, and each of them hereby is, authorized, directed and empowered on behalf of the Corporation and in its name to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority to transact business in California, Colorado, Florida, Indiana, Louisiana and North Carolina pursuant to the provisions of the applicable laws of such states, and to cause this Corporation to use the said fictitious names adopted in the foregoing resolutions in the transaction of business in such states.

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ALABAMA

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of
May 21, 1999.



Raymond D. Croghan



Jeffrey H. Margolis

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TALLAHASSEE FLORIDA


**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. Creative Business Solutions, Inc. (which will transact business
in Florida as TriZetto CBS, Inc.)
(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. Texas 3. 75-2380402
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 22, 1991 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 567 San Nicolas Drive, Suite 360
Newport Beach, CA 92660
(Current mailing address)
8. Information services outsourcing and consulting
(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 acceptable)
Name: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida, 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)

Charles Baclet, 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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TALLAHASSEE, FLORIDA

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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

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

14. D. Brian Karr, Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

Creative Business Solutions, Inc.

Current Officers:

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Business Address</u>
Jeffrey H. Margolis (SS# 523-15-2859)	President and Chief Executive Officer	227 Evening Canyon Road Corona del Mar, CA 92625	567 San Nicolas Drive Suite 360 Newport Beach, CA 92660
Michael J. Sunderland (SS# 523-76-5431)	Chief Financial Officer and Secretary	518 Marigold Corona del Mar, CA 92625	567 San Nicolas Drive Suite 360 Newport Beach, CA 92660
D. Brian Karr (SS# 404-90-8828)	Treasurer	3077 Molokai Place Costa Mesa, CA 92626	567 San Nicolas Drive Suite 360 Newport Beach, CA 92660

Current Directors:

<u>Name</u>	<u>Residence Address</u>	<u>Business Address</u>
Raymond D. Croghan (SS# 506-66-9413)	7360 Island Green Drive Boulder, CO 80301	567 San Nicolas Drive, Suite 360 Newport Beach, CA 92660
Jeffrey H. Margolis (SS# 523-15-2859)	227 Evening Canyon Road Corona del Mar, CA 92625	567 San Nicolas Drive, Suite 360 Newport Beach, CA 92660

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TALLAHASSEE FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

CREATIVE BUSINESS SOLUTIONS, INC.
File No. 1193527-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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TALLAHASSEE FLORIDA



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 16, 1999.*

Elton Bomer
Secretary of State

DAE