

JUN 30, 2004 11:02AM
Division of Corporations

HILL WARD HENDERSON

VO. 6832

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MERGER OR SHARE EXCHANGE

SAWGRASS, LLC

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ARTICLES OF MERGER
OF
TEMPUS SOFTWARE, INC.
INTO
SAWGRASS, LLC

Pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act (the "FBCA"), Tempus Software, Inc., a Florida corporation ("Tempus"), and Sawgrass, LLC, a Delaware limited liability company ("Sawgrass"), approve and submit the following Articles of Merger to effectuate a merger of Tempus into Sawgrass (the "Merger"):

ARTICLE I
PLAN OF MERGER

The Plan of Merger of Tempus into Sawgrass is as follows:

1.1 Parties to the Merger. The name and jurisdiction of formation of each of the constituent entities to the Merger are as follows:

Constituent Entity	Jurisdiction of Formation	Document No.
Tempus Software, Inc.	Florida	S74264
Sawgrass, LLC	Delaware	3820530

1.2 Surviving Entity. Tempus shall be merged into Sawgrass, with Sawgrass being the surviving entity (the "Surviving Entity").

1.3 Name and Address of Manager. The name and business address of the manager of the Surviving Entity are as follows:

Name of Manager	Business Address
John Wright	12110 Sunset Hills Road, Suite 600 Reston, Virginia 20190

1.4 Effective Time. The Merger shall become effective upon the later of (a) the filing of the Articles of Merger with the Florida Department of State or (b) the filing of the Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").

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1.5 Effect of the Merger. At the Effective Time:

(a) The separate corporate existence of Tempus shall cease and the corporate existence of Sawgrass (as a Delaware limited liability company) shall continue as the Surviving Entity.

(b) The title to all real estate and other property, or any interest therein, owned by Sawgrass or Tempus will be vested in the Surviving Entity without reversion or impairment.

(c) The Surviving Entity shall be responsible and liable for all the liabilities and obligations of each of Sawgrass and Tempus.

(d) Any claim existing or action or proceeding pending by or against Sawgrass may be continued as if the Merger did not occur.

(e) The Surviving Entity may be substituted in any claim existing, or action or proceeding pending, by or against Tempus.

(f) Neither the rights of creditors nor any liens upon the property of Sawgrass or Tempus shall be impaired by the Merger.

(g) The Certificate of Formation and Operating Agreement of Sawgrass immediately prior to the effectiveness of the Merger shall be the Certificate of Formation and Operating Agreement of the Surviving Entity after the Merger.

(h) The equity interests (and the rights to acquire equity interests, obligations, or other securities) of each entity party to the merger that are to be converted into equity interests, rights, obligations, or other securities of the Surviving Entity or any other entity or into cash or other property are converted, and the former holders of such equity interests are entitled only to the rights provided in Section 1.6 of the Articles of Merger or to their rights under Section 607.1302 of the FBCA.

1.6 Conversion of Equity Interests. Upon the effectiveness of the Merger, the outstanding equity interest of Tempus and Sawgrass shall be converted, subject to the provisions of the Agreement and Plan of Merger (the "Agreement") on file at the principal office of the Surviving Entity (a copy of which will be furnished by the Surviving Entity, on request and without cost, to any shareholder or member of either of the constituent entities), as follows:

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each unit of equity interest (a "Unit") of Sawgrass issued and outstanding immediately prior to the Effective Time shall be converted into and continue as one Unit of the Surviving Entity and shall constitute the only outstanding Units of the Surviving Entity.

(b) At the Effective Time and subject to the provisions of the Agreement, by virtue of the Merger and without any action on the part of the holder thereof, each share

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of Tempus capital stock that is issued and outstanding prior to the Effective Time shall be converted into the right to receive (i) that number of shares of common stock, par value \$0.01 per share, of QuadraMed Corporation, a Delaware corporation, equal to the Stock Exchange Rate set forth in the Agreement, and (ii) that amount of cash equal to the Cash Exchange Rate set forth in the Agreement. The aggregate amount of cash paid to each shareholder of Tempus in respect of all of such shareholder's shares of Tempus capital stock shall be rounded down to the nearest whole cent.

(c) From and after the effectiveness of the Merger, each holder of any of the shares of Tempus capital stock to be converted pursuant to this Plan of Merger shall present and surrender to the Surviving Entity, subject and pursuant to the terms of the Agreement, the certificates representing such shares and shall, in exchange therefor, receive the consideration set forth in paragraph 1.6(b) above.

1.7 Compliance with the FBCA. Upon and after the effectiveness of the Merger, the Surviving Entity will comply with the provisions of Sections 607.1105 and 607.1107(2) of the FBCA.

ARTICLE II. SURVIVING ENTITY INFORMATION

The Surviving Entity's exact name, street address of its principal office, jurisdiction of formation, entity type, Florida Document/Registration Number and Federal Employer Identification Number are as follows:

Name and Street Address	Jurisdiction of Formation	Entity Type	Florida Document/ Registration No.	F.E.I. Number
Sawgrass, LLC 225 Water Street Suite 2250 Jacksonville, FL 32202	Delaware	Limited Liability Company	M04000002543	52-1992861

ARTICLE III. APPOINTMENT OF AGENT FOR SERVICE OF PROCESS

The Surviving Entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is party to the Merger.

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**ARTICLE IV.
APPRAISAL RIGHTS PAYMENTS**

The Surviving Entity agrees to pay the dissenting shareholders of each domestic corporation that is a party to the Merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384 of the FBCA.

**ARTICLE V.
COMPLIANCE WITH LAWS**

The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement, articles of incorporation, bylaws, certificate of formation or operating agreement of any corporation or limited liability company that is a party to the Merger.

**ARTICLE VI.
EFFECTIVE DATE OF THE MERGER**

The effective date of the Merger shall be the later of (a) the date these Articles of Merger are filed with the Florida Department of State or (b) the date the Certificate of Merger is filed with the Secretary of State of the State of Delaware.

**ARTICLE VII.
SHAREHOLDER AND MEMBER APPROVAL**

In accordance with the provisions of the Delaware Limited Liability Company Act, the Plan of Merger was unanimously approved as of June 30, 2004 by the sole member of Sawgrass.

In accordance with the provisions of the FBCA, the Plan of Merger was unanimously approved as of June 28, 2004 by the shareholders of Tempus.

[Signature page follows]

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IN WITNESS WHEREOF, these Articles of Merger have been executed in accordance with the requirements of Delaware General Corporation Law and Section 607.0120 of the FBCA by the parties as of the 30th day of June, 2004.

SAWGRASS, LLC


John Wright
Manager

TEMPUS SOFTWARE, INC.


Kevin Saffer
Chief Executive Officer

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