

10-13-1999

*WRD*  
*10-12-99*



101167685

copy thereof.

To the Honorable Commissioner of Patents and Trademark

1. Name of conveying party(ies): IMN CORP.

- Individual(s)
- General Partnership
- Corporation-State Arkansas
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: QuadraMed Operating Corporation

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

Street Address: 1003 W. Cutting Blvd.

City Richmond State CA ZIP 94804

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State Delaware

Other a wholly owned subsidiary of QuadraMed Corporation, a Delaware Corp.

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes  No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance:

Assignment  Merger

Security Agreement  Change of Name

Other \_\_\_\_\_

Execution Date: December 22, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/429918

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Alexandra J. Horne

Internal Address: SKJERVEN, MORRILL, MacPHERSON,

FRANKLIN & FRIEL LLP

Street Address: 25 METRO DRIVE, SUITE 700

City SAN JOSE State CA ZIP 95110

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): .....S 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 19-2386

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Alexandra J. Horne

Name of Person Signing

*Alexandra J. Horne*

Signature

October 8, 1999

Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

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enclosures referred to herein is ELO30589413US.



# Arkansas Secretary of State Sharon Priest

State Capitol • Little Rock, Arkansas 72201-1094 • 501.682.1010

To All to Whom These Presents Shall Come, Greeting:

I, Sharon Priest, Secretary of State of the State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

ARTICLES OF MERGER  
FILED  
DECEMBER 31, 1998  
OF

IMN CORP.

WITH AND INTO

QUADRAMED OPERATING CORPORATION

In Testimony Whereof, I have hereunto set my hand and official seal, on this,

the 28TH day of SEPTEMBER, 19 99.

Sharon Priest  
Secretary of State

By:

(Corporations Division)

DAVID MORROW

CC-1/Rev. 1-27-95

State of Delaware  
Office of the Secretary of State

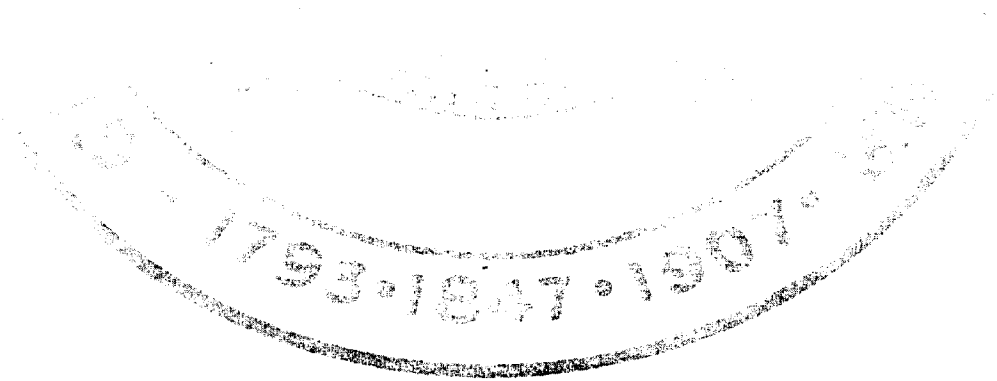
FILED  
CORPORATIONS DIVISION  
PAGE 1  
NO. 162465  
98 DEC 31 AM 10:07

SECRETARY OF STATE  
STATE OF ARKANSAS

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"IMN CORP.", A ARKANSAS CORPORATION,

WITH AND INTO "QUADRAMED OPERATING CORPORATION" UNDER THE NAME OF "QUADRAMED OPERATING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 9:04 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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981509000

AUTHENTICATION: 9496776

DATE: 12-30-98

TRADEMARK

REEL: 001973 FRAME: 0546

**CERTIFICATE OF OWNERSHIP  
MERGING  
IMN CORP.  
WITH AND INTO  
QUADRAMED OPERATING CORPORATION**

(Pursuant to Section 253 of the Delaware General Corporation Law)

QuadraMed Operating Corporation, a corporation incorporated on December 10, 1998, 1998, pursuant to the Delaware General Corporation Law (the "Corporation");

DOES HEREBY CERTIFY that this Corporation owns 100% of the capital stock of IMN Corp., a corporation incorporated on August 31, 1998, pursuant to the provisions of the Delaware General Corporation Law, and that this Corporation, by a resolution of its Board of Directors duly adopted at a meeting held on December 15, 1998, determined to and did merge into itself said IMN Corp., which resolution is in the following words to wit:

WHEREAS this Corporation lawfully owns 100% of the outstanding stock of IMN Corp., a corporation organized and existing under the laws of Arkansas, and

WHEREAS this Corporation desires to merge into itself the said IMN Corp., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself said IMN Corp. and assumes all of its liabilities and obligations, and


FURTHER RESOLVED, that the president or a vice-president, and the secretary or an assistant secretary of this Corporation be and they hereby are directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said IMN Corp. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware; and

FURTHER RESOLVED, that the officers of this Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, said QuadraMed Operating Corporation has caused this certificate to be signed by James D. Durham, its President and attested by Keith M. Roberts, its Secretary, this 22<sup>nd</sup> day of December, 1998.

By:   
James D. Durham, President

By:   
Keith M. Roberts, Secretary

**[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP MERGING IMN CORP.  
WITH AND INTO QUADRAMED OPERATING CORPORATION]**

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