

02-07-2001



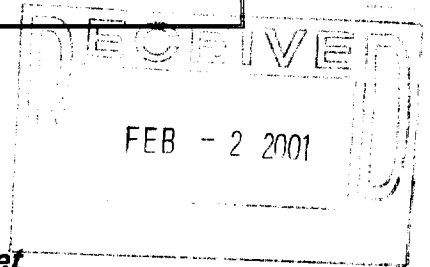
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TRADEMARK
03425-G0000 SPM

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	FRA Acquisition Inc.
Assignee	Quadramed Operating Corporation
Mark and Registration No.	EZ-CAP Reg. No. <u>1,656,116</u> ; EZ CAP, Reg. No. 2,178,019; EZ CAP and Design, Reg. No. 1,901,603; Design Only (3 spokes) Reg. No. 1,667,444; EZ-LINK, Reg. No. 1,901,604; EZ-PARTNER, Reg. No. 1,934,304.



Box Assignment
Assistant Commissioner for Patents
Washington, DC 20231

Trademark Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

- Name of conveying party. FRA Acquisition Inc.
- Name and Address of Receiving Party. Quadramed Operating Corporation, 22 Pelican Way, San Rafael, CA 94901
- Nature of Conveyance: Certificate of Merger. Execution Date: December 22, 1998.
- Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Stephen P. McNamara, Reg. No. 32,745
Attorney for Applicant
ST. ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
Tel. 203 324-6155

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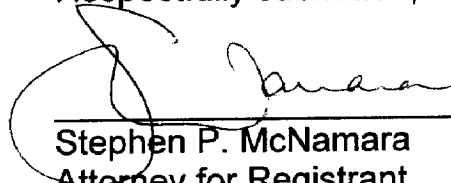
Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment; Commissioner for Patents and Trademarks, Washington, DC 20231.

January 31, 2001

Stephen P. McNamara

5. Registrations Nos.: **EZ-CAP** Reg. No. 1,656,116; **EZ CAP**, Reg. No. 2,178,019; **EZ CAP and Design**, Reg. No. 1,901,603; **Design Only** (3 spokes) Reg. No. 1,667,444; **EZ-LINK**, Reg. No. 1,901,604; **EZ-PARTNER**, Reg. No. 1,934,304
6. Total Number of Applications Involved: 6.
7. Total Fee (37 CFR 3.41). \$165.00 due.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 7. To the best of my knowledge and belief, the foregoing information is true and correct and any copy submitted herewith is a true copy of the original document.

Respectfully submitted,



Stephen P. McNamara
Attorney for Registrant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

State of Delaware
Office of the Secretary of State PAGE 1

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:

"AED ACQUISITION CORPORATION", A DELAWARE CORPORATION,

"CABOT MARSH CORPORATION", A DELAWARE CORPORATION,

"FRA ACQUISITION INC.", A DELAWARE CORPORATION,

"HEALTHCARE RECOVERY ACQUISITION CORPORATION", A DELAWARE CORPORATION,

"HRM ACQUISITION CORPORATION", A DELAWARE CORPORATION,

"INTER-LINK ACQUISITION CORPORATION", A DELAWARE CORPORATION,

"INTERMED ACQUISITION CORPORATION", A DELAWARE CORPORATION,

"MEDICUS ACQUISITION CO.", A DELAWARE CORPORATION,

"METRICOR ACQUISITION CORPORATION", A DELAWARE CORPORATION,

"PYRAMID HEALTH GROUP, INC.", A DELAWARE CORPORATION,

"QUEEN CITY ACQUISITION CORPORATION", A DELAWARE CORPORATION,

"SOFTLINK ACQUISITION CORPORATION", A DELAWARE CORPORATION,

"VISION ACQUISITION CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "QUADRAMED OPERATING CORPORATION" UNDER THE



Edward J. Freel

Edward J. Freel, Secretary of State

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981498507

AUTHENTICATION: 9525465

DATE: 01-15-99

State of Delaware
Office of the Secretary of State PAGE 2

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 9:06 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9525468

DATE: 01-15-99

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:06 AM 12/22/1998
981498507 - 2977473

**CERTIFICATE OF OWNERSHIP
MERGING**

**AHD ACQUISITION CORPORATION, CABOT MARSH CORPORATION, FRA
ACQUISITION, INC., HEALTHCARE RECOVERY ACQUISITION CORPORATION,
HRM ACQUISITION CORPORATION, INTER-LINK ACQUISITION
CORPORATION, INTERMED ACQUISITION CORPORATION, MEDICUS
ACQUISITION CO., METRICOR ACQUISITION CORPORATION, PYRAMID
HEALTH GROUP, INC., QUEEN CITY ACQUISITION CORPORATION, SOFTLINK
ACQUISITION CORPORATION AND VISION ACQUISITION CORPORATION
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, pursuant to the Delaware General Corporation Law (the "Corporation");

DOES HEREBY CERTIFY that this Corporation owns 100% of the capital stock of AHD Acquisition Corporation, a corporation incorporated on July 10, 1998 pursuant to the provisions of the Delaware General Corporation Law, Cabot Marsh Corporation, a corporation incorporated on January 29, 1998 pursuant to the provisions of the Delaware General Corporation Law, FRA Acquisition, Inc., a corporation incorporated on October 30, 1995 pursuant to the provisions of the Delaware General Corporation Law, Healthcare Recovery Acquisition Corporation, a corporation incorporated on April 1, 1997 pursuant to the provisions of the Delaware General Corporation Law, HRM Acquisition Corporation, a corporation incorporated on August 28, 1997 pursuant to the provisions of the Delaware General Corporation Law, Inter-Link Acquisition Corporation, a corporation incorporated on January 12, 1998 pursuant to the provisions of the Delaware General Corporation Law, InterMed Acquisition Corporation, a corporation incorporated on November 7, 1996 pursuant to the provisions of the Delaware General Corporation Law, Medicus Acquisition Co., a corporation incorporated on September 21, 1995 pursuant to the provisions of the Delaware General Corporation Law, MetriCor Acquisition Corporation, a corporation incorporated on May 29, 1998 pursuant to the provisions of the Delaware General Corporation Law, Pyramid Health Group, Inc., a corporation incorporated on June 20, 1985 pursuant to the provisions of the Delaware General Corporation Law, Queen City Acquisition Corporation, a corporation incorporated on June 25, 1997 pursuant to the provisions of the Delaware General Corporation Law, SoftLink Acquisition Corporation, a corporation incorporated on December 4, 1997 pursuant to the provisions of the Delaware General Corporation Law and Vision Acquisition Corporation, a corporation incorporated on May 19, 1998 pursuant to the provisions of the Delaware General Corporation Law (collectively referred to herein as the "Subsidiary Corporations," and individually as the "Subsidiary Corporation"), and that this Corporation,

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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 each of said Subsidiary Corporations, which resolution is in the following words to wit:

WHEREAS this Corporation lawfully owns 100% of the outstanding stock of each Subsidiary Corporation, each of which is a corporation organized and existing under the laws of the State of Delaware, and

WHEREAS this Corporation desires to merge into itself each of the said Subsidiary Corporations, and to be possessed of all the estate, property, rights, privileges and franchises of said Subsidiary Corporations;

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself each of said Subsidiary Corporations and assume all of each Subsidiary Corporation's 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 Subsidiary Corporations and assume each of their 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.

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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 22nd day of December, 1998.

By: 
James D. Durham, President

By: 
Keith M. Roberts, Secretary

**[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP
MERGING SUBSIDIARY CORPORATIONS WITH AND INTO
QUADRAMED OPERATING CORPORATION]**

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