

02-16-2001



101614481

TRADEMARK  
03425-G0000 SPM

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	Medicus Acquisition Co.
Assignee	Quadramed Operating Corporation
Mark and Registration No.	<b>WINCDS</b> , Reg. No. 2,135,674; <b>WINCOLLECT</b> , Reg. No. 2,135,673; <b>WINREPORT</b> , Reg. No. 2,137,102; <b>WINCODER+</b> , Reg. No. 2,138,652; <b>WINSTATUS</b> , Reg. No. 2,135,672.

2-8-01

Box Assignment  
Assistant Commissioner for Patents  
Washington, DC 20231

Trademark Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

1. Name of conveying party. Medicus Acquisition Co.
2. Name and Address of Receiving Party., Quadramed Operating Corporation, 22 Pelican Way, San Rafael, CA 94901
3. Nature of Conveyance: Certificate of Merger. Execution Date: December 22, 1998.
4. 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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01 FC:481  
02 FC:482


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.

6 February, 2001

Stephen P. McNamara

5. Registrations Nos.: **WINCDS**, Reg. No. 2,135,674; **WINCOLLECT**, Reg. No. 2,135,673; **WINREPORT**, Reg. No. 2,137,102; **WINCODER+** Reg. No. 2,138,652; **WINSTATUS**, Reg. No. 2,135,672
6. Total Number of Applications Involved: 5.
7. Total Fee (37 CFR 3.41). \$140.00 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 5. 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,



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Stephen P. McNamara  
Attorney for Applicant  
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

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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:

"AHD 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

2977473 B100M

981498507

AUTHENTICATION: 9525465

DATE: 01-15-99

TRADEMARK  
 REEL: 002236 FRAME: 0297

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. Fress*

Edward J. Fress, Secretary of State

2977473 8100M

981498507

AUTHENTICATION: 9525465

DATE: 01-15-99

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:06 AM 12/23/1998  
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.

*[Remainder of Page Intentionally Left Blank]*

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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 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 SUBSIDIARY CORPORATIONS WITH AND INTO  
QUADRAMED OPERATING CORPORATION]

MA102236 UNROLLING DELAWARE OPERATING CERTIFICATE