

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
QuadraMed Operating Corporation		12/31/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	QuadraMed Affinity Corporation
Street Address:	12110 Sunset Hills Road
Internal Address:	Suite 600
City:	Reston
State/Country:	VIRGINIA
Postal Code:	20190
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2388239	ENOVATION
Registration Number:	2138652	WINCODER+

CORRESPONDENCE DATA

Fax Number: (703)456-8100
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (703) 456-8136
 Email: trademarks@cooley.com
 Correspondent Name: Adam L. Barea, Esq.
 Address Line 1: One Freedom Square, Reston Town Center
 Address Line 2: 11951 Freedom Drive
 Address Line 4: Reston, VIRGINIA 20190-5656

NAME OF SUBMITTER:	Adam L. Barea
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CH \$65.00 2388239

Signature:

/Adam L. Barea/

Date:

03/10/2005

Total Attachments: 2

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Delaware

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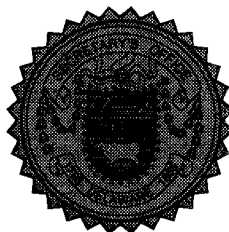
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"QUADRAMED OPERATING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "QUADRAMED AFFINITY CORPORATION" UNDER THE NAME OF "QUADRAMED AFFINITY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2004, AT 7:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004.

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



2145545 8100M

040947134

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3585419

DATE: 12-29-04

TRADEMARK
REEL: 003044 FRAME: 0029

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is QUADRAMED AFFINITY CORPORATION
_____, and the name of the corporation being
merged into this surviving corporation is QUADRAMED OPERATING CORPORATION
_____.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is QUADRAMED AFFINITY CORPORATION
_____ a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on December 31, 2004.

SIXTH: The Agreement of Merger is on file at 12110 Sunset Hills Rd Reston VA 20190
_____, the place of business
of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 28th day of December, A.D.,
2004.

By: /s/ John C. Wright
Authorized Officer

Name: John C. Wright
Print or Type

Title: Treasurer and Secretary