

02-07-2001



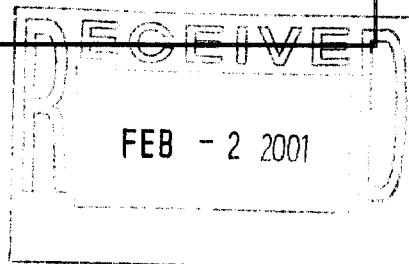
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TRADEMARK  
03425-G0000 SPM

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	Rothenberg Health Systems, Inc.
Assignee	FRA Acquisition Inc
Mark and Registration No.	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.



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. Rothenberg Health Systems, Inc.
- Name and Address of Receiving Party. FRA Acquisition Inc., 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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OR FC:482

40.00 OP  
125.00 DP

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

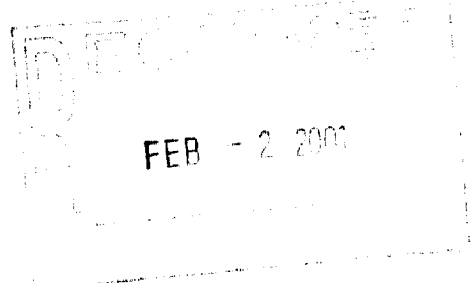
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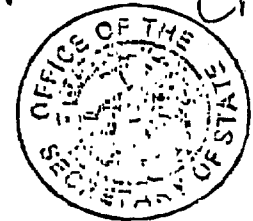
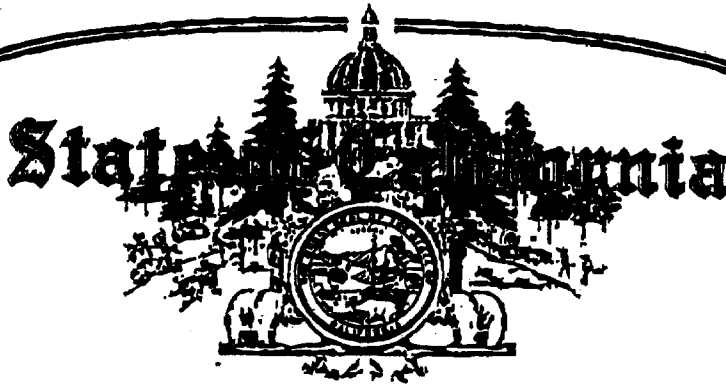
5. Registrations Nos.: **EZ-CAP** Reg. No. 1,656,116; **EZ CAP**, Reg. No. 2,178,019; **EZ CAP and Design**, Reg. No. 1,901,603; **Design Only** (3 spokes) Reg. No. 1,667,444; **EZ-LINK**, Reg. No. 1,901,604; **EZ-PARTNER**, Reg. No. 1,934,304
6. Total Number of Applications Involved: 6.
7. Total Fee (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 8. 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 Applicant  
ST. ONGE STEWARD JOHNSTON & REENS LLC  
986 Bedford Street  
Stamford, CT 06905-5619  
203 324-6155





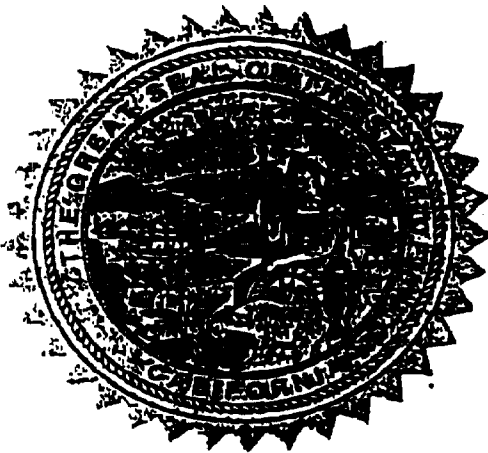
**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 12 1999



*Bill Jones*

Secretary of State

00586853

**CERTIFICATE OF OWNERSHIP  
MERGING  
ROTHENBERG HEALTH SYSTEMS INC.  
AND  
FRA ACQUISITION INC.**

**ENDORSED . FILED**  
in the office of the Secretary of State  
of the State of California

**DEC 29 1998**

**BILL JONES, Secretary of State**

James D. Durham and Keith M. Roberts certify that:

1. They are the president and the secretary, respectively, of FRA Acquisition Inc., a Delaware corporation (the "Company") and a wholly-owned subsidiary of QuadraMed Operating Corporation, a Delaware corporation ("QuadraMed").
2. The Company owns one hundred percent (100%) of the outstanding capital stock of Rothenberg Health Systems Inc., a California corporation.
3. The following resolutions were adopted by unanimous written consent of the Board of Directors of the Company dated effective as of December 15, 1998:

WHEREAS, the Company owns one hundred percent (100%) of the outstanding capital stock of Rothenberg Health Systems Inc., a California corporation ("RHS").

WHEREAS, the Board of Directors has determined that it is in the best interests of the Company and its stockholders to enter into certain agreements among the Company and RHS, pursuant to which RHS shall be merged with and into the Company (the "Merger") in accordance with Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law.

RESOLVED, that the officers of the Company are hereby directed to do all acts and to execute, verify and file all documents necessary to effectuate the Merger in accordance with Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law.

RESOLVED FURTHER, that the Company shall assume any and all liabilities of RHS.

RESOLVED FURTHER, that each share of RHS Common Stock issued and outstanding as of the date of the Merger shall be canceled, and no shares of either the Company or QuadraMed shall be issued in exchange therefor.

RESOLVED, FURTHER, that the officers of the Company, and each of them, are hereby authorized and directed in the name of the Company and on its behalf, to prepare, execute and deliver such agreements, documents and instruments as such officers may deem necessary and appropriate in effectuating the closing of the transactions contemplated by the Merger, along with any additional changes or modifications as such officers in their sole discretion may

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approve, such approval to be conclusively evidenced by the execution and delivery thereof.

4. The following resolutions were adopted by unanimous written consent of the Board of Directors of RHS dated effective as of December 15, 1998:

WHEREAS, the Company owns one hundred percent (100%) of the outstanding capital stock of RHS.

WHEREAS, the Board of Directors has determined that it is in the best interests of RHS and its shareholders to enter into various agreements by and among the Company and RHS, pursuant to which RHS shall each be merged with and into the Company (the "Merger") in accordance with Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law.

RESOLVED, that the officers of RHS are hereby directed to do all acts and to execute, verify and file all documents necessary to effectuate the Merger in accordance with Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law.

RESOLVED, FURTHER, that the Company shall assume any and all liabilities of RHS.

RESOLVED, FURTHER, that each share of RHS Common Stock issued and outstanding as of the date of the Merger shall be canceled and no shares of either the Company or QuadraMed shall be issued in exchange therefor.

RESOLVED, FURTHER, that the officers of RHS, and each of them, are hereby authorized and directed in the name of RHS and on its behalf, to prepare, execute and deliver such agreements, documents and instruments as such officers may deem necessary and appropriate in effectuating the closing of the Merger along with any additional changes or modifications as such officers in their sole discretion may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

*[Remainder of Page Intentionally Left Blank]*

*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:

"ROTHENBERG HEALTH SYSTEMS INC.", A CALIFORNIA CORPORATION, WITH AND INTO "FRA ACQUISITION INC." UNDER THE NAME OF "FRA ACQUISITION INC.", 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 9:02 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 9485356

DATE: 12-23-98

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:02 AM 12/23/1998  
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**CERTIFICATE OF OWNERSHIP  
MERGING  
ROTHENBERG HEALTH SYSTEMS INC.  
WITH AND INTO  
FRA ACQUISITION INC.**

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

FRA Acquisition Inc., a corporation incorporated on October 30, 1995, pursuant to the Delaware General Corporation Law (the "Corporation");

**DOES HEREBY CERTIFY** that this Corporation owns 100% of the capital stock of Rothenberg Health Systems Inc., a corporation incorporated on April 11, 1983, pursuant to the provisions of the California 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 Rothenberg Health Systems Inc., which resolution is in the following words to wit:

**WHEREAS** this Corporation lawfully owns 100% of the outstanding stock of Rothenberg Health Systems Inc., a corporation organized and existing under the laws of California, and

**WHEREAS** this Corporation desires to merge into itself the said Rothenberg Health Systems Inc., 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 Rothenberg Health Systems Inc. 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 Rothenberg Health Systems Inc. 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.

IN WITNESS WHEREOF, said FRA Acquisition, Inc. 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 ROTHENBERG HEALTH SYSTEMS, INC.  
WITH AND INTO FRA ACQUISITION, INC.]

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