

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
The TriZetto Group, Inc	12/21/2012
RECEIVING PARTY DATA	
Name:	TriZetto Corporation
Street Address:	9655 Maroon Circle
City:	Denver
State/Country:	COLORADO
Postal Code:	80112
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11018189
CORRESPONDENCE DATA	
Fax Number:	
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	804-441-8530
Email:	bey_cotrophia_docketing@cardinal-ip.com
Correspondent Name:	Dawn-Marie Bey
Address Line 1:	213 Bayly Court
Address Line 4:	Richmond, VIRGINIA 23229
NAME OF SUBMITTER:	Dawn-Marie Bey
Signature:	/Dawn-Marie Bey/
Date:	05/21/2013
Total Attachments: 10	
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Delaware

PAGE 1

The First State

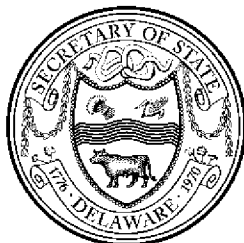
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE TRIZETTO GROUP, INC.", CHANGING ITS NAME FROM "THE TRIZETTO GROUP, INC." TO "TRIZETTO CORPORATION", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2012, AT 7:14 O'CLOCK P.M.

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

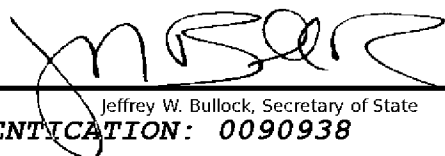
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE FIRST DAY OF JANUARY, A.D. 2013, AT 12:01 O'CLOCK A.M.

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121359892



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0090938

DATE: 12-21-12

PATENT
REEL: 030462 FRAME: 0887

**SEVENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE TRIZETTO GROUP, INC.**

The TriZetto Group, Inc. (the "**Corporation**"), a corporation organized and existing under the General Corporation Law of the State of Delaware ("**DGCL**"), hereby certifies as follows:

1. The name of the Corporation is The TriZetto Group, Inc.
2. The original Certificate of Incorporation of the Corporation (the "**Certificate of Incorporation**") was filed with the Secretary of State of the State of Delaware on May 27, 1997 under the name, "M C Health Holdings, Inc."
3. The provisions of the Certificate of Incorporation as herein amended are hereby restated and integrated into a single instrument which is set forth in Exhibit A hereto, and which is entitled "Seventh Amended and Restated Certificate of Incorporation of TriZetto Corporation"
4. The Seventh Amended and Restated Certificate of Incorporation herein certified has been duly adopted by the Corporation's Board of Directors and by the Corporation's stockholders in accordance with Sections 228, 242 and 245 of the Delaware General Corporation Law.
5. The Certificate of Incorporation of the Corporation as amended and restated herein shall become effective at 12:01 am Eastern Standard Time on January 1, 2013 and read in its entirety as set forth in Exhibit A annexed hereto and is hereby incorporated herein by this reference.

THE TRIZETTO GROUP, INC.

By: h P Sch
Name: John P. Schaefer
Title: SVP, Chief Legal Officer

EXHIBIT A

**Seventh Amended and Restated Certificate of Incorporation of
TriZetto Corporation**

See attached.

SEVENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TRIZETTO CORPORTION

ARTICLE ONE

The name of the corporation is TriZetto Corporation (hereinafter called the "*Corporation*").

ARTICLE TWO

The address of the Corporation's registered office in the state of Delaware is 160 Greentree Drive, Suite 101, Dover, Delaware 19904, county of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "*DGCL*").

ARTICLE FOUR

Section 1. Authorized Shares. The total number of shares of capital stock which the Corporation has the authority to issue is three thousand (3,000), all of which shall be shares of common stock, with a par value of one cent (\$0.01) per share (the "*Common Stock*").

Section 2. Common Stock.

(a) Dividends. Except as otherwise provided by the DGCL or this Seventh Amended and Restated Certificate of Incorporation (the "*Restated Certificate*"), the holders of Common Stock shall share ratably in all dividends payable in cash, stock or otherwise and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise.

(b) Preemptive Rights. No holder of Common Stock shall have any preemptive rights with respect to the Common Stock or any other securities of the Corporation, or to any obligations convertible (directly or indirectly) into securities of the Corporation whether now or hereafter authorized.

(c) Voting Rights. Except as otherwise provided by the DGCL or the Restated Certificate, all of the voting power of the stockholders of the Corporation shall be vested in the holders of the Common Stock, and each holder of Common Stock shall have one vote for each share held by such holder on all matters voted upon by the stockholders of the Corporation.

(d) Notices. All notices referred to herein shall be in writing, shall be delivered personally by courier, facsimile, by a form of electronic transmission, or by first class mail, postage prepaid, and shall be deemed to have been given when so delivered, sent, or mailed to the Corporation at its principal executive offices and to any stockholder at such holder's address as it appears in the stock records of the Corporation (unless otherwise specified in a written notice to the Corporation by such holder).

(e) Fractional Shares. In no event will holders of fractional shares be required to accept any consideration in exchange for such shares other than consideration which all holders of Common Stock are required to accept.

ARTICLE FIVE

The Corporation is to have perpetual existence.

ARTICLE SIX

Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

ARTICLE SEVEN

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

ARTICLE EIGHT

Section 1. Board of Directors. Pursuant to Section 141(a) of the DGCL, the business and affairs of the Corporation shall be managed by a board of directors (the "**Board of Directors**"), which shall have the power to adopt, amend, or repeal By-laws, except as may be otherwise provided in the By-laws.

Section 2. Classes of Directors; Votes of Directors. The Board of Directors shall be divided into Class A Directors, each of whom shall have three (3) votes per director on any matter the directors are entitled to vote thereon, and Class B Directors, who shall be all of the other directors of the Corporation, each of whom shall have one (1) vote per director on any matter the directors are entitled to vote thereon; provided, that in the event of any single vacancy among the Class A Directors, each remaining Class A Director shall have 4.5 votes per director on any matter the directors are entitled to vote thereon and, in the event of a vacancy of two Class A Directors, the sole remaining Class A Director shall have nine (9) votes on any matter the directors are entitled to vote thereon. The number of directors (and the number of Class A Directors and of Class B Directors) shall be fixed in the manner provided in the By-laws.

Section 3. Quorum. The presence (in person, telephonically, or by proxy) of a majority of the directors then in office (which shall include at least two (2) Class A Directors) shall constitute a quorum of the Board of Directors for purposes of conducting business provided; however, that in the event of the vacancy of two Class A Directors, a majority of the directors then in office, which shall include the sole remaining Class A Director, shall constitute a quorum of the Board of Directors. The majority vote of the directors (which shall include at

least two (2) Class A Directors) present at a meeting at which a quorum shall be present shall be the act of the Board of Directors; provided, however, that in the event of the vacancy of two Class A Directors, a majority of the directors then in office, which shall include the sole remaining Class A Director, shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Any vacancies in the Board of Directors shall be filled in the manner provided in the By-laws.

Section 4. Removal. Any director or the entire Board of Directors may be removed at any time, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors. Whenever the holders of any class or series are entitled to elect one or more directors by the provisions of this Amended and Restated Certificate of Incorporation, the provisions of this section shall apply, in respect to the removal without cause of a director or directors so elected, to the vote of the holders of the outstanding shares of that class or series and not to the vote of the outstanding shares as a whole. Any vacancies in the Board of Directors shall be filled in the manner provided in the By-laws.

ARTICLE NINE

The Corporation hereby eliminates, to the fullest extent permitted by law (as contemplated by Section 102(b)(7) of the DGCL) as it now exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), and except as otherwise provided in the Corporation's By-laws, the personal liability of any person who serves as a director of the Corporation to the Corporation and/or its stockholders for monetary damages for breach of fiduciary duty as a director, including, without limitation, breaches of the duty of care as a result of gross negligence or reckless indifference; provided, that this Article Nine shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the DGCL; or (iv) for any transaction from which the director derived an improper personal benefit; provided further, however, that if in the future the DGCL is amended or modified (including, but not limited to, Section 102(b)(7)) to permit the elimination of the personal liability of a director of the Corporation to a greater extent than contemplated above, then the provisions of this Article Nine shall be deemed to be automatically amended to provide for the elimination of the personal liability of the directors of the Corporation to such greater extent. This Article Nine shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article Nine becomes effective. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE TEN

Section 1. Nature of Indemnity. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including involvement as a witness) in

any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she (or a person of whom he is the legal representative), is or was a director or officer of the Corporation or, while a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, fiduciary or agent or in any other capacity while serving as a director, officer, employee, fiduciary or agent, shall be indemnified and held harmless by the Corporation to the fullest extent which it is empowered to do so by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees, judgments, fines, excise exercise taxes or penalties and amounts paid in settlement) actually and reasonably incurred or suffered by such indemnitee in connection with such proceeding and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in Section 2 of this Article Ten, the Corporation shall indemnify any such indemnitee seeking indemnification in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The foregoing proviso shall not apply (i) to counterclaims or affirmative defenses asserted by a person seeking indemnification in an action brought against such person or (ii) to any proceeding brought by a person seeking indemnification or payment under any directors' and officers' liability insurance covering such person or seeking enforcement of such person's rights to indemnification under this Article Ten. The right to indemnification conferred in this Article Ten shall be a contract right and, subject to Sections 2 and 5 of this Article Ten, shall include the right to payment by the Corporation of the expenses incurred in defending any such proceeding in advance of its final disposition (an "advance of expenses"). The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2. Procedure for Indemnification of Directors and Officers. Any indemnification of a director or officer of the Corporation under Section 1 of this Article Ten or advance of expenses under Section 5 of this Article Ten shall be made promptly, and in any event within 30 days, upon the written request of the director or officer. If a determination by the Corporation that the director or officer is entitled to indemnification pursuant to this Article Ten is required, and the Corporation fails to respond within sixty days to a written request for indemnity, the Corporation shall be deemed to have approved the request. If the Corporation denies a written request for indemnification or advancing of expenses, in whole or in part, or if payment in full pursuant to such request is not made within 30 days, the right to indemnification or advances as granted by this Article Ten shall be enforceable by the director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the

Corporation) that the claimant has not met the standards of conduct which make it permissible under the DGCL for the Corporation to indemnify the claimant for the amount claimed, but the burden of such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. Nonexclusivity of Article Ten. The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article Ten shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

Section 4. Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such expenses, liability or loss under the DGCL or this Article Ten.

Section 5. Expenses. Expenses incurred by any person described in Section 1 of this Article Ten in defending a proceeding shall be paid by the Corporation in advance of such proceeding's final disposition unless otherwise determined by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 6. Service for Subsidiaries. Any person serving as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture or other enterprise, at least 50% of whose equity interests are owned by the Corporation (a "subsidiary" for this Article Ten) shall be conclusively presumed to be serving in such capacity at the request of the Corporation.

Section 7. Employees and Agents. Persons who are not covered by the foregoing provisions of this Article Ten and who are or were employees or agents of the Corporation, or who are or were serving at the request of the Corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Directors.

Section 8. Contract Rights. The provisions of this Article Ten shall be deemed to be a contract right between the Corporation and each director or officer who serves in any such

capacity at any time while this Article Ten and the relevant provisions of the DGCL or other applicable law are in effect, and such rights shall continue as to a director or officer who has ceased to be a director or officer and shall inure to the benefit of such director's or officer's heirs, executors and administrators. Any repeal or modification of this Article Ten that adversely affects any right of any director or officer or former director or officer shall be prospective only and shall not affect any rights or obligations then existing with respect to any state of facts or proceeding then existing.

Section 9. Merger or Consolidation. For purposes of this Article Ten, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article Ten with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

ARTICLE ELEVEN

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders, or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

ARTICLE TWELVE

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.