

Filing Fee: \$50.00

ID Number: 000165413



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

CERTIFICATE OF CORRECTION

Pursuant to the provisions of Section 7-1.2-105 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby submits the following Certificate of Correction:

- 1. The name of the corporation is: Eclipsys Corporation
2. The document to be corrected is Certificate of Authority
3. The document being corrected was originally filed on 07/25/2007
4. Specify the inaccurate record of the corporate action or the defective or erroneous execution, seal or acknowledgement: On line 9, the stock information that was filed was inaccurate.
5. The corrected portion of the document states as follows: Preferred stock 4,900,000 \$.01 Series A Junior Participating Preferred Stock 100,000 \$.01
6. The document attached to this certificate is the corrected document.
7. This Certificate of Correction shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

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Under penalty of perjury, I declare and affirm that I have examined this Certificate of Correction, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: September 14, 2007

Signature of Authorized Officer of the Corporation
Robert M. Saman, Assistant Secretary
Type or Print Name of Authorized Officer

Filing and License Fee: \$310.00 minimum

ID Number: \_\_\_\_\_



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Eclipsys Corporation
- 2. It is incorporated under the laws of Delaware
- 3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

- 4. The date of its incorporation is December 22, 1995 and the period of its duration is Perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is \_\_\_\_\_  
160 Greentree Drive, Suite 101 Dover, DE 19904

- 6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200  
(Street Address, not P.O. Box)  
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is National Registered Agents, Inc.  
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Software, hardware, professional services for healthcare industry.

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

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CORPORATIONS DIVISION

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	See Attached	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
200,000,000	Common	N/A	.01
5,000,000	Non-voting Common	N/A	.01
4,900,000	Preferred	N/A	.01
100,000	Junior Participating Preferred Stock	A	.01

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 45,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 485,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: Sept. 14, 2007

\_\_\_\_\_  
Signature of Authorized Officer of the Corporation

Robert M. Saman, Assistant Secretary  
Type or Print Name of Authorized Officer

**EXHIBIT A  
OFFICERS OF ECLIPSYS CORPORATION**

<b>Name</b>	<b>Title</b>	<b>Address</b>
R. Andrew Eckert	President & CEO	2150 North First Street Suite 500 San Jose, CA 95131
Robert J. Colletti	Treasurer & CFO	1750 Clint Moore Road Boca Raton, FL 33487
Betsy Cobb	Vice President	1750 Clint Moore Road Boca Raton, FL 33487
Brian W. Copple	Secretary	18201 Von Karman Avenue Suite 120 Irvine, CA 92612
Paul Kamps	Assistant Treasurer & Controller	1750 Clint Moore Road Boca Raton, FL 33487
Robert M. Saman	Assistant Secretary	18201 Von Karman Avenue Suite 120 Irvine, CA 92612

**ECLIPSYS CORPORATION  
BOARD AND COMMITTEE DIRECTORS**

<b>Name</b>	<b>Title &amp; Date Taking Office</b>	<b>Address</b>
Eugene V. Fife	Director & Chairman of the Board May 1997	Eclipsys Corporation 18201 Von Karman Avenue Suite 120 Irvine, CA 92612
R. Andrew Eckert	Director, President & CEO November 2005	Eclipsys Corporation 18201 Von Karman Avenue Suite 120 Irvine, CA 92612
Braden R. Kelly	Director & Chairman of Nominating & Governance Committee February 2001	Eclipsys Corporation 18201 Von Karman Avenue Suite 120 Irvine, CA 92612
Steven A. Denning	Director & Member March 1997	Eclipsys Corporation 18201 Von Karman Avenue Suite 120 Irvine, CA 92612
Jay B. Pieper	Director & Chairman of Audit Committee May 1996	Eclipsys Corporation 18201 Von Karman Avenue Suite 120 Irvine, CA 92612
Dan L. Crippen	Director & Member June 2004	Eclipsys Corporation 18201 Von Karman Avenue Suite 120 Irvine, CA 92612
Edward A. Kangas	Director & Chairman of Compensation Committee June 2004	Eclipsys Corporation 18201 Von Karman Avenue Suite 120 Irvine, CA 92612

# Delaware

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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ECLIPSYS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ECLIPSYS CORPORATION" WAS INCORPORATED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5865075

DATE: 07-23-07