

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/17/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
dMarc Broadcasting, Inc.		02/17/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Google Inc.
Street Address:	1600 Amphitheatre Parkway
City:	Mountain View
State/Country:	CALIFORNIA
Postal Code:	94043
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Serial Number:	78774467	CONTENT EXCHANGE
Serial Number:	78774464	CONTENT EXCHANGE
Serial Number:	78774135	REVENUESUITE
Serial Number:	78774123	REVENUESUITE
Serial Number:	78710784	SARBANES OXLEY
Serial Number:	78710778	DIAGNOSTICS
Serial Number:	78710773	DIAGNOSTICS
Serial Number:	78710768	SMART BARTER
Serial Number:	78710766	SMART BARTER
Serial Number:	78710765	DATA SERVICES
Serial Number:	78710758	DATA SERVICES
Registration Number:	3064269	SONGNOW

CH \$315.00 78774467

CORRESPONDENCE DATA

Fax Number: (650)618-8571  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 6502530000  
Email: trademarks@google.com  
Correspondent Name: Google Inc.  
Address Line 1: 1600 Amphitheatre Parkway  
Address Line 4: Mountain View, CALIFORNIA 94043

ATTORNEY DOCKET NUMBER:	DMARC ASSIGNMENTS
NAME OF SUBMITTER:	Tu Tsao
Signature:	/tt/
Date:	09/22/2006

Total Attachments: 6  
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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:

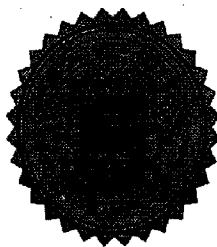
"ENUMCLAW, INC.", A DELAWARE CORPORATION,

WITH AND INTO "DMARC BROADCASTING, INC." UNDER THE NAME OF "DMARC BROADCASTING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2006, AT 1:14 O'CLOCK P.M.

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

3761419 8100M

060152318



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4531871

DATE: 02-17-06

**CERTIFICATE OF MERGER**

**MERGING**

**ENUMCLAW, INC.  
A DELAWARE CORPORATION**

**WITH AND INTO**

**DMARC BROADCASTING, INC.  
A DELAWARE CORPORATION**

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Pursuant to Section 251 of the General Corporation Law of the State of Delaware

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dMarc Broadcasting, Inc., a Delaware corporation ("**Company**"), does hereby certify as follows:

**FIRST:** Each of the constituent corporations, Company and Enumclaw, Inc., a Delaware corporation ("**Merger Sub**"), is a corporation duly organized and existing under the laws of the State of Delaware.

**SECOND:** An Agreement and Plan of Merger dated January 16, 2006, (the "**Merger Agreement**") among Google Inc., a Delaware corporation, Merger Sub, Company, and certain other parties set forth therein, setting forth the terms and conditions of the merger of Merger Sub with and into Company (the "**Merger**"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

**THIRD:** The name of the surviving corporation in the Merger (the "**Surviving Corporation**") shall be dMarc Broadcasting, Inc.

**FOURTH:** The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in **Exhibit A** hereto.

**FIFTH:** An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

dMarc Broadcasting, Inc.  
1600 Amphitheatre Parkway  
Mountain View, CA 94043

**SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

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IN WITNESS WHEREOF, Company has caused this Certificate of Merger to be executed in its corporate name as of February 17, 2006.

DMARC BROADCASTING, INC.

By

  
Chad Steelberg  
Chief Executive Officer

TRADEMARK

REEL: 003395 FRAME: 0547

**EXHIBIT A**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**DMARC BROADCASTING, INC.  
A DELAWARE CORPORATION**

**ARTICLE FIRST**

The name of the corporation is dMarc Broadcasting, Inc. (the "Corporation").

**ARTICLE SECOND**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE THIRD**

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.

**ARTICLE FOURTH**

The Corporation is authorized to issue one class of stock to be designated Common Stock. The total number of shares of Common Stock authorized to be issued is one thousand (1,000) shares with a par value of \$0.001 per share.

**ARTICLE FIFTH**

The Corporation is to have perpetual existence.

**ARTICLE SIXTH**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation, subject to the provisions of Article IX of the Bylaws of the Corporation.

**ARTICLE SEVENTH**

The number of directors that constitute the whole Board of Directors of the Corporation shall be determined in the manner specified in the Bylaws of the Corporation.

**ARTICLE EIGHTH**

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

Merge Certificate (2).doc

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## ARTICLE NINTH

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the Bylaws of the Corporation.

## ARTICLE TENTH

(a) *Limitation of Director's Liability.* To the fullest extent not prohibited by the General Corporation Law of the State of Delaware as the same exists or as it may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for conduct as a director.

(b) *Indemnification of Corporate Agents.* The Corporation may, to the fullest extent not prohibited by law, indemnify and advance related indemnification expenses to any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person, such person's testator or intestate is or was a director, officer, employee benefit plan fiduciary, or employee of the Corporation or any predecessor of the Corporation or serves or served at the request of the Corporation or any predecessor of the Corporation as a director, officer, agent, employee benefit plan fiduciary or employee of another corporation, partnership, limited liability company, joint venture, trust or other entity or enterprise.

(c) *Repeal or Modification.* Neither any amendment or repeal of this Article Tenth, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article Tenth, shall eliminate or reduce the effect of this Article Tenth in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article Tenth, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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