

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/11/2008		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Rapid7, LLC		08/11/2008	LIMITED LIABILITY COMPANY: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
Name:	Rapid7 LLC		
Street Address:	545 Boylston Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02116		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	3611017	RAPID7	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(617)937-2400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	6179372418		
Email:	aanderson@cooley.com		
Correspondent Name:	Anna Anderson c/o Cooley Godward Kronish		
Address Line 1:	800 Boylston Street		
Address Line 2:	The Prudential Tower, 46th Floor		
Address Line 4:	Boston, MASSACHUSETTS 02199		
ATTORNEY DOCKET NUMBER:	309222-20000		
NAME OF SUBMITTER:	Anna B. Anderson		

**CH \$40.00 3611017**

Signature:	/Anna B. Anderson/
Date:	06/03/2009
Total Attachments: 3 source=Rapid7 re-incorp#page1.tif source=Rapid7 re-incorp#page2.tif source=Rapid7 re-incorp#page3.tif	

CERTIFICATE OF FORMATION

of

RAPID7 LLC

1. The name of the limited liability company is Rapid7 LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Rapid7 LLC as of this 7th day of August 2008.



Name: Alan Matthews  
Title: Member and Manager

State of Delaware

**Certificate of Merger of a Foreign Limited Liability Company  
into a Domestic Limited Liability Company**


Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act:

1. The constituent companies in the merger are Rapid7 LLC, a Massachusetts limited liability company (the "Massachusetts Company") and Rapid7 LLC, a Delaware limited liability company (the "Delaware Company").
2. An Agreement and Plan of Merger, dated as of August 11, 2008, by and between the Massachusetts Company and the Delaware Company (the "Merger Agreement"), has been approved and executed by each of the constituent limited liability companies.
3. The Delaware Company shall be the surviving limited liability company (the "Surviving Company"), and the name of the surviving limited liability company is Rapid7 LLC, a Delaware limited liability company.
4. The executed Agreement and Plan of Merger is on file at 545 Boylston Street, Boston, MA 02116.
5. A copy of the Merger Agreement will be furnished by the Surviving Company on request, without cost, to any member of any constituent limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

*{Remainder of page intentionally left blank}*

IN WITNESS WHEREOF, the Surviving Company has caused this certificate to be signed by an authorized person as of this 11<sup>th</sup> day of August 2008.

RAPID7 LLC  
a Delaware limited liability company

By:   
\_\_\_\_\_  
Alan Matthews  
Manager