

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Autobytel Inc.	FORMERLY A.I.N. Corporation	12/29/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Autobytel Inc.		
Street Address:	18872 Mac Arthur Blvd., Suite 200		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92612-1400		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2739520	CARSMART	
CORRESPONDENCE DATA			
Fax Number:	(949)760-9502		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	949-760-0404		
Email:	efiling@kmob.com		
Correspondent Name:	Michael T. Richmond		
Address Line 1:	2040 Main Street		
Address Line 2:	14th Floor		
Address Line 4:	Irvine, CALIFORNIA 92614		
ATTORNEY DOCKET NUMBER:	CARSMRT.003T		
NAME OF SUBMITTER:	Michael T. Richmond		
Signature:	/mtr/		

OP \$40.00 2739520

Date:

07/15/2009

Total Attachments: 8

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Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
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www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

STATEMENT UNDER SECTION 1703.17
(For Foreign, Profit or Non-Profit)
(164-1703-17)

Pursuant to the provisions of Section 1703.17 of the Revised Code of Ohio,

A.I.N. Corporation 1195984, a
(Name of Corporation) (Ohio License No.)

corporation organized under the laws of the state of California states that the address to which the
(state)

Secretary of State may mail any process against such corporation that may be served upon him, and may mail any other notices, certificates, or statements is

18872 MacArthur Boulevard
(street address)

Irvine CA 92612
(city, township, or village) (state) (zip code)

A.I.N. Corporation
(Name of Corporation)

Signature: Glenn E. Fuller

Name: Glenn E. Fuller

Title: Senior Vice President & Secretary

NOTE: This certificate must accompany a certificate or certified copy of dissolution, merger, consolidation, or court order terminating the existence of the corporation submitted in lieu of a certificate of surrender of license.



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Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Expedite	P. O. Box 1390 Columbus OH 43216
*** Requires an additional fee of \$100 ***	
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www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

CERTIFICATE OF MERGER

Filing Fee \$125.00

(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is: Autobytel Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: **(Please check the appropriate box and fill in the appropriate blanks)**

- Domestic (Ohio) For-Profit Corporation, charter number _____
- Domestic (Ohio) Nonprofit Corporation, charter number _____
- Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the state/country of California and licensed to transact business in the state of Ohio under license number 1195984
- Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the state/country of _____ and **NOT** licensed to transact business in the state of Ohio
- Foreign (Non-Ohio) Nonprofit Corporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) Nonprofit Corporation under the laws of the state/country of _____ and **NOT** licensed to transact business in the state of Ohio
- Domestic (Ohio) For-Profit Limited Liability Company, with registration number _____
- Domestic (Ohio) Nonprofit Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the state/country of _____ and **NOT** registered to do business in the state of Ohio
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the state/country of _____ and **NOT** registered to do business in the State of Ohio
- Domestic (Ohio) Limited Partnership, with registration number _____

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and **NOT** registered to do business in the state of Ohio
- Domestic (Ohio) Partnership Having Limited Liability, with the registration number _____
- Foreign (Non-Ohio) Partnership Having Limited Liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Partnership Having Limited Liability organized under the laws of the state/country of _____ and **NOT** registered to do business in the state of Ohio
- General Partnership **NOT** registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state or country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities).

Name/Charter, License or Registration Number	State/Country of Organization	Type of Entity
<u>A.I.N. Corporation -- Ohio License Number 1195984</u>	<u>California</u>	<u>Profit Corporation</u>
<u>Autobytel Inc. -- Ohio License Number 957967</u>	<u>Delaware</u>	<u>Profit Corporation</u>
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

<u>Glenn E. Fuller</u>	<u>18872 MacArthur Boulevard</u>	
Name	Street Address / P.O. Box Address	
<u>Irvine</u>	<u>CA</u>	<u>92612</u>
City	State	Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on December 31, 2008 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and that each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATUTORY AGENT

If the surviving entity is a foreign entity **NOT** licensed to transact business in this state, the name and address of statutory agent upon whom any process, notice or demand may be served is:

Name Mailing Address
_____, Ohio
City Zip Code

If the agent is an individual and using a P.O. Box, check this box to certify the agent is a resident of the state of Ohio.

VII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. AMENDMENTS

In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached No Amendments

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic or foreign corporation licensed to transact business in this state is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in this state, the certificate of merger or consolidation shall be accompanied by the affidavits, receipts, certificates, or other evidence required by division (G) of section 1702.47 of the Revised Code, with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code, with respect to each foreign constituent corporation licensed to transact business in this state.

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

Name Mailing Address
_____, Ohio
City Zip Code

If the agent is an individual and using a P.O. Box, check this box to certify the agent is a resident of the state of Ohio.

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. **Foreign Notice Under Section 1703.031**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is:

(b) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c) The location of the main office (non-Ohio) shall be:

Street Address / P.O. Box Address

City County State Zip Code

(d) The principal office location in the state of Ohio shall be:

Street Address / P.O. Box Address

City County State Ohio Zip Code

(If there will not be an office in the state of Ohio, please list none)

(e) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient.)

2. **Foreign Qualifying Limited Liability Company under section 1705.54**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) The name of the For-Profit or Nonprofit limited liability company in its state of organization/registration is:

(b) The name under which the limited liability company desires to transact business in Ohio (if different from its home state name) is:

(c) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

Street Address/ P.O. Box Address

3. Foreign Qualifying Limited Partnership under section 1782.49

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a) The name of the limited partnership is:

(b) The limited partnership was formed on _____

Under the laws of the state/country of: _____

(c) The address of the office of the limited partnership in its state/country of organization is:

Street Address / P.O. Box Address

City

County

State

Zip Code

(d) The limited partnership's principal office address is:

Street Address / P.O. Box Address

City

County

State

Zip Code

(e) The names and business or residence addresses of the general partners of the partnership are as follows:

Name

Street Address / P.O. Box Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

Street Address / P.O. Box Address

City

County

State

Zip Code

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability Under Section 1775.64

(if the qualifying entity is a foreign partnership having limited liability, the following information must be completed.)

(a) The name of the partnership shall be:

(b) The partnership was formed under the laws of the state/country of : _____

(c) Please complete the following appropriate section (either item c(1) or c(2)):

(1.) The address of the partnership's principal office in Ohio is:

Street Address / P.O. Box Address

_____, Ohio _____
City Zip Code

(If the partnership does not have a principal office in Ohio, then item c(2) must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

Street Address / P.O. Box Address

City State Zip Code

(d) The business which the partnership engages in is:

(Proceed to page 7 for signatures of authorized officers, partners and representatives.)

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

A.I.N. Corporation
Exact name of entity
By: Glenn E. Fuller
Glenn E. Fuller
Its: Senior Vice President and Secretary
Date: December 29, 2008

Autobytel Inc.
Exact name of entity
By: Glenn E. Fuller
Glenn E. Fuller
Its: Senior Vice President and Secretary
Date: December 29, 2008

Exact name of entity
By: _____
Its: _____
Date: _____

Exact name of entity
By: _____
Its: _____
Date: _____

Exact name of entity
By: _____
Its: _____
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By: _____
Its: _____
Date: _____

Exact Name of entity
By: _____
Its: _____
Date: _____

Exact Name of entity
By: _____
Its: _____
Date: _____

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1775.47(A), 1782.433(A)