

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/25/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AUTOWEB.COM, INC.		06/25/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AUTOBYTEL INC.
Street Address:	18872 MacArthur Boulevard, Suite 200
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92612
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3026474	AUTOSPECS
Registration Number:	2859264	AUTOCOMPARATOR
Registration Number:	2421108	AUTOWEB
Registration Number:	2421107	AUTOWEB.COM
Registration Number:	2787819	AUTOSITE

CORRESPONDENCE DATA

Fax Number: (949)760-9502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9497600404
 Email: efilng@kmob.com
 Correspondent Name: Tirzah Abe Lowe - Knobbe, Martens, et al
 Address Line 1: 2040 Main Street, 14th Floor
 Address Line 4: Irvine, CALIFORNIA 92614

OP \$140.00 3026474

ATTORNEY DOCKET NUMBER:	AUTOB.358T/359T
NAME OF SUBMITTER:	Tirzah Abe Lowe
Signature:	/tirzah abe lowe/
Date:	01/07/2011
Total Attachments: 3 source=CERT OF MERGER - AUTOB358T&359T#page1.tif source=CERT OF MERGER - AUTOB358T&359T#page2.tif source=CERT OF MERGER - AUTOB358T&359T#page3.tif	

Delaware

PAGE 1

The First State

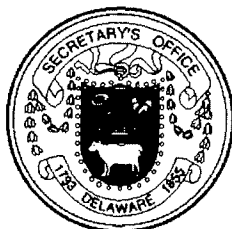
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

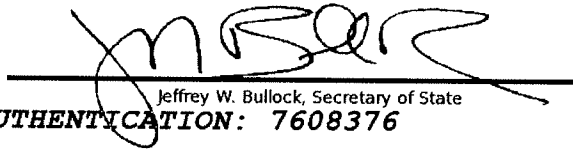
"AUTOWEB.COM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "AUTOBYTEL INC." UNDER THE NAME OF "AUTOBYTEL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2009, AT 1:44 O'CLOCK P.M.

2995125 8100M

090970358

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7608376

DATE: 10-28-09

TRADEMARK
REEL: 004448 FRAME: 0713

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
AUTOWEB.COM, INC.
(a Delaware corporation)
INTO
AUTOBYTEL INC.
(a Delaware corporation)**

Autobytel Inc. (hereinafter called the "**Parent Corporation**"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify:

1. Parent Corporation is a business corporation of the State of Delaware.
2. Parent Corporation is the owner of all of the outstanding shares of each class of the stock of Autoweb.com, Inc. ("**Subsidiary Corporation**"), which is also a business corporation of the State of Delaware.
3. On June 24, 2009, the Board of Directors of Parent Corporation adopted the following resolutions to merge Subsidiary Corporation into Parent Corporation:

RESOLVED, that this Parent Corporation, which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of Subsidiary Corporation, which is also a business corporation of the State of Delaware, does hereby approve and adopt the merger of Subsidiary Corporation into this Parent Corporation pursuant the provisions of the Delaware General Corporation Law ("**DGCL**").

RESOLVED, that Subsidiary Corporation shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the DGCL, and Parent Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the DGCL.

RESOLVED, that all of the assets, estate, property, rights, privileges, powers and franchises of Subsidiary Corporation be vested in and held and enjoyed by this Parent Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Subsidiary Corporation in its name.

RESOLVED, that this Parent Corporation shall assume all of the obligations and liabilities of Subsidiary Corporation.

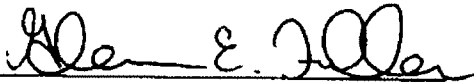
RESOLVED, that the issued shares of Subsidiary Corporation shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as Parent Corporation is the owner of all outstanding shares of Subsidiary Corporation, but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished.

RESOLVED, that this Parent Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction to effect the merger of Subsidiary Corporation into Parent Corporation.

RESOLVED, that the Board of Directors and the officers of Parent Corporation and Subsidiary Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for.

Executed on this 25th day of June, 2009.

Autobytel Inc.

By: 
Glenn E. Fuller

Its: Executive Vice President, Chief Legal
and Administrative Officer and
Secretary