

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/06/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
eBates Shopping.com, Inc.		09/06/2011	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Ebates Performance Marketing, Inc.
Street Address:	333 Bryant Street, Suite 250
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94107
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	3852239	EBATES
Registration Number:	3858927	EBATES
Registration Number:	3858928	EBATES

CORRESPONDENCE DATA

Fax Number: (650)938-5200
 Phone: 650.988.8500
 Email: trademarks@fenwick.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: Fenwick & West LLP, R.J. Heher, Esq.
 Address Line 1: 801 California Street
 Address Line 4: Mountain View, CALIFORNIA 94041

ATTORNEY DOCKET NUMBER: 21902-00070

900203030

**TRADEMARK
 REEL: 004630 FRAME: 0584**

CH \$90.00 3852239

NAME OF SUBMITTER:	R.J. Heher, Esq.
Signature:	/R.J. Heher/
Date:	09/26/2011
Total Attachments: 3 source=Certificate of Merger (DE)#page1.tif source=Certificate of Merger (DE)#page2.tif source=Certificate of Merger (DE)#page3.tif	

Delaware

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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 MERGER, WHICH MERGES:

"EBATES SHOPPING.COM, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "EBATES PERFORMANCE MARKETING, INC." UNDER THE NAME OF "EBATES PERFORMANCE MARKETING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 3:20 O'CLOCK P.M.

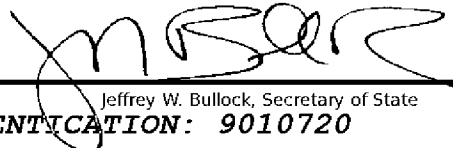
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5008270 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9010720

DATE: 09-06-11

TRADEMARK
REEL: 004630 FRAME: 0586

**CERTIFICATE OF MERGER
OF
EBATES SHOPPING.COM, INC.
(a California corporation)
WITH AND INTO
EBATES PERFORMANCE MARKETING, INC.
(a Delaware corporation)**

Pursuant to Section 252(c) of the
General Corporation Law of the State of Delaware

Ebates Performance Marketing, Inc., a Delaware corporation ("*Ebates Delaware*"), does hereby certify to the following facts relating to the merger (the "*Merger*") of eBates Shopping.com, Inc., a California corporation ("*Ebates California*"), with and into Ebates Delaware, with Ebates Delaware remaining as the surviving corporation of the Merger (the "*Surviving Corporation*"):

- FIRST: Ebates Delaware is incorporated pursuant to the General Corporation Law of the State of Delaware ("*DGCL*"). Ebates California is incorporated pursuant to the General Corporation Law of the State of California. Ebates Delaware and Ebates California are the constituent corporations in the Merger.
- SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Ebates Delaware and Ebates California in accordance with the provisions of subsection (c) of Section 252 of the DGCL.
- THIRD: The name of the Surviving Corporation shall be Ebates Performance Marketing, Inc.
- FOURTH: Upon the effectiveness of the Merger, the certificate of incorporation of the Surviving Corporation as now in force and effect, shall continue to be the certificate of incorporation of the Surviving Corporation, until amended and changed pursuant to the provisions of the Delaware General Corporation Law.
- FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of Ebates Delaware, the Surviving Corporation, 333 Bryant St., Suite 250, San Francisco, CA 94107.
- SIXTH: A copy of the executed Agreement and Plan of Merger will be furnished by Ebates Delaware, the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger
- SEVENTH: The authorized capital stock of Ebates California is 35,000,000 shares of Common Stock, no par value, and 19,000,000 shares of Preferred Stock, no par value.
- EIGHTH: The Surviving Corporation is a corporation formed and existing under the laws of Delaware.
- NINTH: This Certificate of Merger shall become effective upon filing.

IN WITNESS WHEREOF, Ebates Delaware has caused this Certificate of Merger to be executed by its duly authorized officers as of this 6th day of September, 2011.

EBATES PERFORMANCE MARKETING, INC.

By: 
Kevin Johnson, Chief Executive Officer

By: 
Kevin Johnson, Secretary