

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/02/2006		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	U.S. Auto Parts Network, Inc.		03/02/2006
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	U.S. Auto Parts Network, Inc.		
Street Address:	16941 Keegan Avenue		
City:	Carson		
State/Country:	CALIFORNIA		
Postal Code:	90746		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3389370	PARTS TRAIN
CORRESPONDENCE DATA			
Fax Number:	2063599000		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	206-359-8000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	James L. Vana of Perkins Coie LLP		
Address Line 1:	1201 Third Avenue, Suite 4900		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	70698-4010		
NAME OF SUBMITTER:	Sarah J. Taylor		
Signature:	/Sarah J. Taylor/		

OP \$40.00 3389370

Date:

08/26/2013

Total Attachments: 4

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CERTIFICATE OF MERGER

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:05 PM 03/02/2006
FILED 08:05 PM 03/02/2006
SRV 060210410 - 4114633 FILE

This Certificate of Merger is made pursuant to sections 252 and 103 of the Delaware General Corporation Law. Effective March 2, 2006, U.S. Auto Parts Network, Inc., a Delaware corporation, will merge with U.S Auto Parts Network, Inc., a California corporation, with U.S. Auto Parts Network, Inc., a Delaware corporation, as the surviving entity.

The undersigned, the President and Secretary of U.S. Auto Parts Network, Inc., a Delaware corporation, do hereby certify:

1. The constituent entities are U.S. Auto Parts Network, Inc., a Delaware corporation, and U.S. Auto Parts Network, Inc., a California corporation.

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the Delaware General Corporation Law.

3. The surviving corporation shall be U.S. Auto Parts Network, Inc., a Delaware corporation.

4. The certificate of incorporation of U.S. Auto Parts Network, Inc., a Delaware corporation, shall remain as the certificate for the surviving corporation.

5. The executed agreement of merger is on file at the office of U.S. Auto Parts Network, Inc., a Delaware corporation, located at 17150 South Margay Avenue, Carson, California 90746.

6. A copy of the agreement of merger will be furnished by U.S. Auto Parts Network, Inc., a Delaware corporation, on request and without cost, to any stockholder of any constituent corporation or any member of any constituent corporation.

7. The authorized capital stock of U.S. Auto Parts Network, Inc. a California corporation, is 100,000,000 shares of Common Stock.

Pursuant to section 103(b)(2) of the Delaware General Corporation, the undersigned declare under penalty of perjury that the forgoing is true and correct, and that the forging Certificate of Merger is the act and deed of U.S. Auto Parts Network, Inc., a Delaware corporation.

Executed this 28th day of February, 2006 at Carson, California.

/s/ Mehran Nia
Mehran Nia, President
U.S. Auto Parts Network, Inc.
a Delaware Corporation

/s/ Benhoor Elyashar
Benhoor Elyashar, Secretary
U.S. Auto Parts Network, Inc.
a Delaware Corporation

CERTIFICATE OF INCORPORATION

OF

U.S. AUTO PARTS NETWORK, INC.
A Delaware Corporation

ARTICLE I

The name of this corporation is U.S Auto Parts Network, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle. The name of its registered agent at that address is Corporation Service Company.

ARTICLE III

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 Delaware.

ARTICLE IV

The name and mailing address of the incorporator is Kasey Hannah, 10100 Santa Monica Blvd., 7th Floor, Los Angeles, California 90067.

ARTICLE V

This Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$0.001 per share. The total number of shares which the Corporation is authorized to issue is One Hundred Million (100,000,000).

ARTICLE VI

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

ARTICLE VII

The number of directors of the Corporation shall be fixed from time to time by or in the manner provided in the Bylaws of the Corporation or amendment thereof duly adopted by the Board of Directors or by the stockholders of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII

No action, which has not been previously approved by the Board of Directors, shall be taken by the stockholders except at an annual meeting or a special meeting of the stockholders. Any action required to be taken at any annual or special meeting of the stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded.

ARTICLE IV

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

ARTICLE X

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended (provided that the effect of any such amendment shall be prospective only) (the "Delaware Law"), a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director. The Corporation shall indemnify, in the manner and to the fullest extent permitted by the Delaware Law (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation, to the fullest extent permitted by Delaware Law, may purchase and maintain insurance on behalf of any

such person against any liability which may be asserted against such person. The Corporation may create a trust fund, grant a security interest or use other means (including without limitation a letter of credit) to ensure the payment of such sums as may become necessary or desirable to effect the indemnification as provided herein. To the fullest extent permitted by the Delaware Law, the indemnification provided herein shall include expenses as incurred (including attorneys' fees), judgments, finds and amounts paid in settlement and any such expenses shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person seeking indemnification to repay such amounts if it is ultimately determined that he or she is not entitled to be indemnified. Notwithstanding the foregoing or any other provision of this Article, no advance shall be made by the Corporation if a determination is reasonably and promptly made by the Board by a majority vote of a quorum of disinterested Directors, or (if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs) by independent legal counsel to the Corporation, that, based upon the facts known to the Board or such counsel at the time such determination is made, (a) the party seeking an advance acted in bad faith or deliberately breached his or her duty to the Corporation or its stockholders, and (b) as a result of such actions by the party seeking an advance, it is more likely than not that it will ultimately be determined that such party is not entitled to indemnification pursuant to the provisions of this Article X. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the fullest extent permitted by the Delaware Law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, the Corporation's Bylaws, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. The Corporation may, but only to the extent that the Board of Directors may (but shall not be obligated to) authorize from time to time, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article X as it applies to the indemnification and advancement of expenses of directors and officers of the Corporation.

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is her act and deed and that the facts stated therein are true.

/s/ Kasey Hannah
Kasey Hannah, Incorporator