

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM312641

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pushpins Inc.		07/01/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Ebates Performance Marketing, Inc.		
Street Address:	160 Spear Street, Suite 1900		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86109680	PUSHPINS	
Registration Number:	3992743	PUSHPINS	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	704-245-6515		
Email:	bdavis@vlplawgroup.com		
Correspondent Name:	Brian M. Davis		
Address Line 1:	5960 Fairview Rd, Suite 400		
Address Line 4:	Charlotte, NORTH CAROLINA 28210		
NAME OF SUBMITTER:	Brian M. Davis		
SIGNATURE:	/Brian M. Davis/		
DATE SIGNED:	08/01/2014		
Total Attachments: 3			
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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:

"PUSHPINS INC.", A DELAWARE 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 FIRST DAY OF JULY, A.D. 2014, AT 4:27 O'CLOCK P.M.

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

5008270 8100M

140908793




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1517161

DATE: 07-08-14

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

TRADEMARK
REEL: 005334 FRAME: 0729

CERTIFICATE OF MERGER
OF
PUSHPINS INC.
(a Delaware 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 ("**EPMI**"), does hereby certify to the following facts relating to the merger (the "**Merger**") of Pushpins Inc., a Delaware corporation ("**Pushpins**") with and into EPMI, with EPMI remaining as the surviving corporation of the Merger (the "**Surviving Corporation**"):

- FIRST:** EPMI is incorporated pursuant to the General Corporation Law of the State of Delaware (the "**DGCL**"). Pushpins is incorporated pursuant to the DGCL. EPMI and Pushpins are the constituent corporations in the Merger.
- SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by EPMI and Pushpins 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 DGCL.
- FIFTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of EPMI, the Surviving Corporation, 160 Spear Street, Suite 1900, San Francisco, CA 94105.
- SIXTH:** A copy of the executed Agreement and Plan of Merger will be furnished by EPMI, the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH:** The authorized capital stock of Pushpins is 1,000 shares of Common Stock, par value \$0.00001 per share.
- 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 EPMI has caused this Certificate of Merger to be executed by its duly authorized officers this 30th day of June, 2014.


EBATES PERFORMANCE MARKETING, INC.

By:



Kevin H. Johnson, President and Chief
Executive Officer

By:



Kenneth Hirschman, Secretary