

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM333230

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AUTOUSA, LLC		12/18/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	AUTOBYTEL INC.		
Street Address:	18872 MacArthur Blvd., Suite 200		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92612		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4516964	PAYMENT PRO	
CORRESPONDENCE DATA			
Fax Number:	9497609502		
<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:	9497600404		
Email:	efiling@knobbe.com		
Correspondent Name:	Steven J. Nataupsky - Knobbe, Martens		
Address Line 1:	2040 Main Street, 14th Floor		
Address Line 4:	Irvine, CALIFORNIA 92614		
ATTORNEY DOCKET NUMBER:	AUTOB.419T		
NAME OF SUBMITTER:	Steven J. Nataupsky		
SIGNATURE:	/Steven J. Nataupsky/		
DATE SIGNED:	02/25/2015		
Total Attachments: 3			
source=AUTOB419T#page1.tif			
source=AUTOB419T#page2.tif			
source=AUTOB419T#page3.tif			

OP \$40.00 4516964

CERTIFICATE OF MERGER

OF

AUTOUSA, LLC
(a Delaware limited liability company)

WITH AND INTO

AUTOBYTEL INC.
(a Delaware corporation)

Dated: December 18, 2014

The undersigned corporation incorporated and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name, state of domicile, jurisdiction of formation or organization and type of entity of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>State of Domicile/ Jurisdiction of Formation or Organization</u>	<u>Type of Entity</u>
Autobytel Inc.	Delaware	Corporation
AutoUSA, LLC	Delaware	Limited Liability Company

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by (i) Autobytel Inc., a Delaware corporation, and (ii) AutoUSA, LLC, in accordance Section 18-209 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101, et seq., and Sections 251(f) and 264 of the General Corporation Law of the State of Delaware, 8 Del. C. § 101 et seq.

THIRD: The name of the surviving domestic corporation is Autobytel Inc. (the "Surviving Corporation").

FOURTH: The certificate of incorporation of Autobytel Inc. in effect immediately prior to the merger shall be the certificate of incorporation of the Surviving Corporation.

FIFTH: The merger of AutoUSA, LLC into the Surviving Corporation shall be effective on December 31, 2014, at 11:59 p.m. Eastern Time.

SIXTH: The executed Agreement and Plan of Merger is on file at the office and place of business of the Surviving Corporation. The address of such office and place of business of the Surviving Corporation is 18872 MacArthur Blvd., Suite 200, Irvine, California 92612.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Surviving Corporation and any member of, or person holding an interest in, AutoUSA, LLC.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed as of the date first written above.

AUTOBYTEL INC.

By: 

Glenn E. Fuller
Executive Vice President, Chief Legal
and Administrative Officer and
Secretary