

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM380501

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	03/09/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Yodle, Inc.		03/09/2016	Corporation: DELAWARE
Barton Creek Web.com, LLC		03/09/2016	Limited Liability Company: DELAWARE
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
Yodle, Inc.	03/09/2016	Corporation: DELAWARE	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	Yodle Web.com, Inc.		
<b>Street Address:</b>	12808 Gran Bay Parkway West		
<b>City:</b>	Jacksonville		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	32258		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 10</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4577678	CENTERMARK	
<b>Registration Number:</b>	3425967	CLICKRANK	
<b>Registration Number:</b>	4916855	MARKETING ESSENTIALS	
<b>Registration Number:</b>	4323475	PICTIMONIAL	
<b>Registration Number:</b>	4689579	SUCCESS SIMPLIFIED.	
<b>Serial Number:</b>	86844142	THE RIGHT THINGS EVERYWHERE	
<b>Registration Number:</b>	4700912	YBN YODLE FOR BRAND NETWORKS	
<b>Registration Number:</b>	3479429	YODLE	
<b>Registration Number:</b>	3487482	YODLE	
<b>Registration Number:</b>	4603239	YODLE FOR BRAND NETWORKS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2022987570		

CH \$265.00 4577678

***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.***

**Phone:** 202-625-3500  
**Email:** KattenDCTM@kattenlaw.com  
**Correspondent Name:** Peter Riebling - Katten Muchin Rosenman  
**Address Line 1:** 2900 K Street, NW  
**Address Line 2:** North Tower - Suite 200  
**Address Line 4:** Washington, D.C. 20007-5118

<b>ATTORNEY DOCKET NUMBER:</b>	384041-00001 YODLE ASSIGN
--------------------------------	---------------------------

<b>NAME OF SUBMITTER:</b>	Peter J. Riebling
---------------------------	-------------------

<b>SIGNATURE:</b>	/peter j. riebling/
-------------------	---------------------

<b>DATE SIGNED:</b>	04/13/2016
---------------------	------------

**Total Attachments: 4**

source=Yodle merger document#page1.tif

source=Yodle merger document#page2.tif

source=Yodle merger document#page3.tif

source=Yodle merger document#page4.tif

# Delaware

The First State

Page 1

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:

"BARTON CREEK WEB.COM, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "YODLE, INC." UNDER THE NAME OF "YODLE WEB.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE NINTH DAY OF MARCH, A.D. 2016, AT 8:08 O`CLOCK A.M.

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



  
Jeffrey W. Bullock, Secretary of State

3947574 8100M  
SR# 20161559165

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 201953180  
Date: 03-09-16

**TRADEMARK**  
**REEL: 005770 FRAME: 0763**

**CERTIFICATE OF MERGER  
MERGING  
BARTON CREEK WEB.COM, LLC  
WITH AND INTO  
YODLE, INC.**

---

Pursuant to Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act

---

**YODLE, INC.**, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), DOES HEREBY CERTIFY:

**FIRST:** The name of the Corporation, which is the constituent corporation, is Yodle, Inc., a Delaware corporation, and the name of the constituent limited liability company being merged into this Corporation is Barton Creek Web.com, LLC, a Delaware limited liability company (the "*LLC*").

**SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Corporation and the LLC in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

**THIRD:** The name of the surviving corporation prior to the merger is "Yodle, Inc." and the name of the surviving corporation following the merger is "Yodle Web.com, Inc." Certificate of Incorporation of the surviving corporation following the merger shall be amended and restated as attached hereto as Exhibit A.

**FOURTH:** The merger is to become effective on the date and at the time of the filing of this certificate of merger (the "Effective Time").

**FIFTH:** The Agreement and Plan of Merger is on file at 12808 Gran Bay Parkway West, Jacksonville, FL 32258, the place of business of the surviving corporation.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the Corporation on request, without cost, to any member of the LLC or any stockholder of the Corporation.

**IN WITNESS WHEREOF**, Yodle, Inc. has caused this Certificate of Merger to be executed in its corporate name as of this 9<sup>th</sup> day of March, 2016.

**YODLE, INC.**

By: /s/ Court Cunningham  
Court Cunningham  
Chief Executive Officer

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
YODLE WEB.COM, INC.

I.

The name of this corporation is Yodle Web.com, Inc. (the "*Corporation*").

II.

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

III.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("*DGCL*").

IV.

The Corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is One Thousand (1,000), each having a par value of \$0.001.

V.

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws. Directors need not be elected by ballot unless required by the Bylaws

B. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

## VI.

A. To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

B. Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## VII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

127390095 v1