## Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/01/2008

### **CONVEYING PARTY DATA**

Name	Execution Date
CLICK HOLDING CORP.	05/01/2008

#### **RECEIVING PARTY DATA**

Name:	GOOGLE INC.	
Street Address:	1600 Amphitheatre Parkway	
City:	Mountain View	
State/Country:	CALIFORNIA	
Postal Code:	94043	

### PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	10891517

### **CORRESPONDENCE DATA**

Fax Number: (877)769-7945

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

(650) 839-5070 Phone: quintana@fr.com Email: Correspondent Name: Brian J. Gustafson

Address Line 1: FISH & RICHARDSON P.C.

P.O.BOX 1022 Address Line 2:

Address Line 4: MINNEAPOLIS, MINNESOTA 55440-1022

ATTORNEY DOCKET NUMBER: 16113-1363001

NAME OF SUBMITTER: Linda L. Quintana

**Total Attachments: 3** 

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# The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CLICK HOLDING CORP.", A DELAWARE CORPORATION,

WITH AND INTO "GOOGLE INC." UNDER THE NAME OF "GOOGLE 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 MAY, A.D. 2008, AT 10:59 O'CLOCK P.M.

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

3582691 8100M

080496319

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

Farriet Smith Hendron

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6565611

DATE: 05-02-08

State of Delaware Secretary of State Division of Corporations Delivered 10:57 PM 05/01/2008 FILED 10:59 PM 05/01/2008 SRV 080496319 - 3582691 FILE

# CERTIFICATE OF OWNERSHIP AND MERGER MERGING

## CLICK HOLDING CORP., A DELAWARE CORPORATION, INTO

### GOOGLE INC., A DELAWARE CORPORATION

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

May 1, 2008

Google Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Parent Corporation"),

### **DOES HEREBY CERTIFY:**

<u>FIRST</u>: That the Parent Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware (the "<u>DGCL</u>").

<u>SECOND</u>: That the Parent Corporation owns all of the outstanding shares of each class of the capital stock of Click Holding Corp., a Delaware corporation (the "<u>Subsidiary Corporation</u>").

<u>THIRD</u>: That the Parent Corporation, by the following resolutions of the authorized officer of the Parent Corporation in connection with the authority conferred on him by the Board of Directors of the Parent Corporation at its meeting on January 31, 2007, duly adopted on May 1, 2008, determined to merge the Subsidiary Corporation into itself (the "<u>Merger</u>"), with the Parent Corporation being the surviving corporation:

RESOLVED: that pursuant to Section 253 of the DGCL, the Subsidiary Corporation shall be merged with and into the Parent Corporation, whereupon the separate existence of the Subsidiary Corporation shall cease, and the Parent Corporation shall be the surviving corporation and assume all liabilities and obligations of the Subsidiary Corporation;

<u>RESOLVED FURTHER</u>: that the Merger is hereby approved pursuant to the provisions of Section 253 of the DGCL;

RESOLVED FURTHER: That the officers and directors of the Parent Corporation and such other individuals as may be designated by any of them, are and each of them is hereby authorized to take all such actions and to execute, verify and file all documents necessary to cause the Merger of the Subsidiary Corporation with and into the Parent Corporation pursuant to Section 253 of the DGCL;

<u>RESOLVED FURTHER</u>: that the Merger shall become effective upon filing of the Certificate of Ownership and Merger with the Delaware Secretary of State.

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IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate of Ownership and Merger to be signed as of the date first written above by a duly authorized officer, declaring that the facts stated herein are true.

GOOGLE INC.

Name: Kent Walker

Title: Vice President and General Counsel

[Signature page to Certificate of Ownership and Merger]