

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:24 PM 09/08/2011  
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SRV 110990933 - 4154731 FILE

**CERTIFICATE OF MERGER  
FOR THE MERGER OF DION ACQUISITION SUB, INC.  
WITH AND INTO  
YAP INC.**

Pursuant to Section 251(c) of the  
General Corporation Law of the State of Delaware

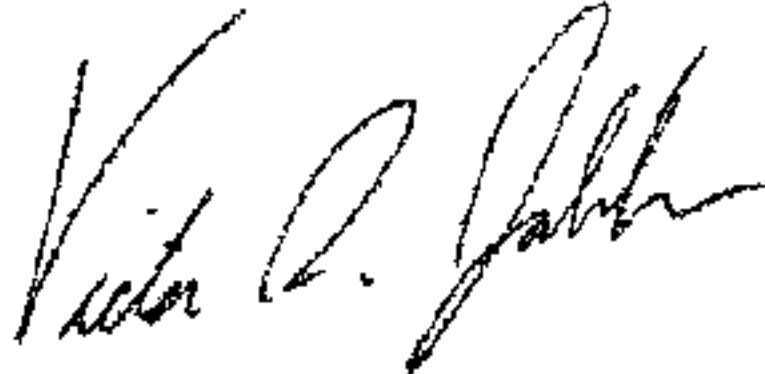
Yap Inc., a Delaware corporation (the "**Company**"), does hereby certify to the following facts relating to the merger (the "**Merger**") of Dion Acquisition Sub, Inc., a Delaware corporation ("**Merger Sub**"), with and into the Company, with the Company continuing as the surviving corporation of the Merger:

- FIRST:** Yap Inc. and Dion Acquisition Sub, Inc. are the constituent corporations in the Merger, and each is a corporation incorporated pursuant to the laws of the State of Delaware.
- SECOND:** An Agreement and Plan of Merger (the "**Merger Agreement**"), has been approved, adopted, executed and acknowledged by each of the Company and Merger Sub in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware and, with respect to the Company, by the written consent of the Company's stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware, and with respect to Merger Sub, by the written consent of the sole stockholder in accordance with Section 228 of the General Corporation Law of the State of Delaware.
- THIRD:** The surviving corporation of the Merger shall be the Company (the "**Surviving Corporation**"). The name of the Surviving Corporation shall be Yap Inc.
- FOURTH:** Upon the effectiveness of the Merger, the Certificate of Incorporation of the Company in effect immediately prior to the Merger shall be amended and restated to read in its entirety as set forth in Exhibit A attached hereto, and, as so amended, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.
- FIFTH:** The executed Merger Agreement is on file at the office of the Surviving Corporation at 410 Terry Avenue, North, Seattle, WA 98109.
- SIXTH:** A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH:** The Merger shall be effective upon filing of this Certificate of Merger.

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**IN WITNESS WHEREOF**, Yap Inc. has caused this Certificate of Merger to be executed by its duly authorized officer as of September 8, 2011 and is being filed in accordance with Section 251 of the Delaware General Corporation Law by an authorized officer of the Surviving Corporation.

**YAP INC.**

By:   
\_\_\_\_\_  
Victor Jablov, President

**SIGNATURE PAGE TO CERTIFICATE OF MERGER**