

CERTIFICATE OF INCORPORATION OF

BARRACUDA NETWORKS, INC.

ARTICLE I

The name of the corporation is Barracuda Networks, Inc. (the "**Company**").

ARTICLE II

The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware as the same exists or may hereafter be amended.

ARTICLE IV

The Company is authorized to issue one class of stock to be designated as "Common Stock." The total number of shares of Common Stock that the Company is authorized to issue is fifty million (50,000,000) shares, and each such share shall have a par value of \$0.001. The shares of Common Stock may be issued from time to time for such consideration as the board of directors of the Company may determine. Each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which the holders of Common Stock are entitled to vote.

ARTICLE V

The name and mailing address of the incorporator are as follows:

Nathaniel Gallon
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94304

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

ARTICLE VII

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

ARTICLE VIII

To the fullest extent permitted by the Delaware General Corporation Law, or any other applicable law, as the same exists or may hereafter be amended, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for any action taken, or any failure to take any action, as a director.

The corporation shall indemnify and hold harmless, to the fullest extent permitted by the Delaware General Corporation Law, or any other applicable law, as the same exists or may hereafter be amended, any director or officer of the Company who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

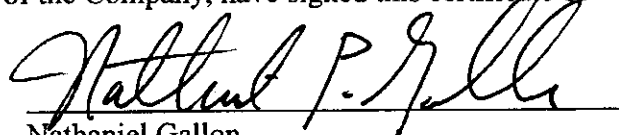
The Company shall have the power to indemnify and hold harmless, to the extent permitted by the Delaware General Corporation Law, or any other applicable law, as the same exists or may hereafter be amended, any employee or agent of the Company who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

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

ARTICLE IX

Except as provided in Article VIII above, the Company 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 stockholders herein are granted subject to this reservation.

I, the undersigned, as the sole incorporator of the Company, have signed this certificate of incorporation on November 16, 2004.

A handwritten signature in black ink, appearing to read "Nathaniel P. Gallon", written over a horizontal line.

Nathaniel Gallon

Incorporator

CERTIFICATE OF MERGER

OF

**BARRACUDA NETWORKS, INC.,
a California corporation**

WITH AND INTO

**BARRACUDA NETWORKS, INC.,
a Delaware corporation**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, as amended, Barracuda Networks, Inc., a Delaware corporation ("Barracuda Networks DE"), hereby certifies to the following information relating to the merger of Barracuda Networks, Inc., a California corporation ("Barracuda Networks CA"), with and into Barracuda Networks DE (the "Merger").

1. The name and the state of incorporation of each of the constituent corporations in the Merger are:

- a) Barracuda Networks, Inc., a California corporation; and
- b) Barracuda Networks, Inc., a Delaware corporation.

2. An Agreement and Plan of Merger, dated as of November 17, 2004 by and between Barracuda Networks DE and Barracuda Networks CA ("Merger Agreement"), setting forth the terms and conditions of such Merger has been approved, adopted, certified, executed and acknowledged by the constituent corporations pursuant to subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is: Barracuda Networks, Inc. ("Surviving Corporation").

4. The Certificate of Incorporation of Barracuda Networks DE, as it exists immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware, shall be the Certificate of Incorporation of the Surviving Corporation and thereafter may be amended in accordance with its terms and as provided by law.

5. An executed Merger Agreement is on file at an office of the Surviving Corporation, which is located at 10040 Bubb Road, Cupertino, CA 95014.

6. A copy of the Merger Agreement shall be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of Barracuda Networks DE or Barracuda Networks CA.

7. The authorized capital stock of Barracuda Networks CA immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware is: 50,000,000 shares of Common Stock, no par value.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Barracuda Networks, Inc., a Delaware corporation, has caused this Certificate to be signed by Dean Drako, its authorized officer, on the 17th day of November 2004.

BARRACUDA NETWORKS, INC.

By: 

Dean Drako, President and CEO