State of Delaware Secretary of State Division of Corporations Delivered 01:38 PM 02/01/2012 FILED 01:38 PM 02/01/2012 SRV 120111086 - 3845932 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING ·

LEAP ACQUISITION CORP.

INTO

BARRACUDA NETWORKS, INC.

(Pursuant to Section 253 of the Delaware General Corporation Law)

Pursuant to Section 253 of the Delaware General Corporation Law, Barracuda Networks, Inc. (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: That the Company owns 100% of the outstanding shares of each class of capital stock of Leap Acquisition Corp., a corporation duly organized and existing under the laws of the State of Delaware (the "Delaware Subsidiary").

THIRD: That the Company, by the following resolutions of its Board of Directors (the "Board"), adopted by unanimous written consent effective on the 3) day of Janucry, 2012, determined to merge the Delaware Subsidiary into the Company, with the Company continuing as the surviving corporation, on the terms and conditions set forth therein:

WHEREAS: Leap Acquisition Corp., a corporation duly organized and existing under the laws of the State of Delaware ("Leap Sub"), is a wholly-owned subsidiary of the Company;

WHEREAS: The Company desires to merge Leap Sub with and into the Company, with the Company as the surviving corporation in the merger pursuant to Section 253 of the DGCL (the "Leap Sub Merger") and to cancel all of the outstanding capital stock of Leap Sub in such Delaware Merger; and

WHEREAS: The Company intends that the Leap Sub Merger be treated as a tax-free liquidation pursuant to Section 332 of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, BE IT RESOLVED: That the Board hereby authorizes the Leap Sub Merger and the assumption by the Company of Leap Sub's rights, assets, liabilities and obligations.

RESOLVED FURTHER: That each outstanding share of capital stock of Leap Sub shall be canceled and extinguished in the Leap Sub Merger and no consideration issued in exchange therefore.

BN_Certificate of Merger (Leap Acq Corp Roll-Up)_(PALIB2_4901312_2)

RESOLVED FURTHER: That the Leap Sub Merger shall be effective upon filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware (the "Leap Certificate").

RESOLVED FURTHER: That upon the filing of the Leap Certificate with the Secretary of State of Delaware, the Certificate of Incorporation and the Bylaws of the Company in effect immediately prior to the effectiveness of the Leap Sub Merger shall remain the Company's Certificate of Incorporation and Bylaws.

RESOLVED FURTHER: That upon the filing of the Leap Certificate with the Secretary of State of Delaware, the directors and officers of the Company, as constituted immediately prior to the effectiveness of the Leap Sub Merger, will remain the directors and officers of the Company.

RESOLVED FURTHER: That these resolutions, together with the Leap Sub Merger, shall constitute a plan of liquidation of Delaware Subsidiary pursuant to Section 332 of the Code.

RESOLVED FURTHER: That the Leap Sub Merger constitutes the final act of a plan of liquidation with respect to Leap Sub as evidenced by the actions taken.

RESOLVED FURTHER: That the Board hereby authorizes and directs the appropriate officers of the Company, and each of them, to execute and file all documents, including the Leap Certificate, and to take all other actions which may be necessary or proper to effect the Leap Sub Merger and hereby ratifies and confirms any and all actions taken heretofore to accomplish such purposes.

RESOLVED FURTHER: That, at any time prior to the effective time of the Leap Sub Merger, the foregoing resolutions of merger may be amended, terminated or abandoned by the Board.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the Delaware Merger may be amended or terminated and abandoned by the Board at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

[Remainder of page intentionally left blank].

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed in its corporate name by the undersigned authorized officer of the Company, as of the __i_day of February__, 2012_.

BARRACUDA NETWORKS, INC

By: Name:

David Faugno

Title:

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]