

CERTIFICATE OF MERGER

of

Bebo.com LLC
(a California limited liability company)

with and into

Bebo, Inc.
(a Delaware corporation)

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Section 17552(a) of the California Corporations Code, the undersigned corporation, Bebo, Inc., and the undersigned managers of Bebo.com LLC, hereby certify:

FIRST: That the name and state of incorporation or organization of each of the constituent business entities of the merger is as follows:

<u>Name</u>	<u>State of Incorporation or Organization</u>
Bebo.com LLC	California
Bebo, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated as of May 16, 2006, by and between Bebo.com LLC, a California limited liability company, and Bebo, Inc., a Delaware corporation (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent business entities in accordance with the requirements of subsection (c) of Section 264 of the Delaware General Corporation Law and Section 17551 of the California Corporations Code.

THIRD: That the name of the corporation surviving the merger is Bebo, Inc. (the "Surviving Corporation"). The Surviving Corporation is a corporation of, and its internal affairs will be governed by the laws of, the State of Delaware.

FOURTH: That the Certificate of Incorporation, as amended and restated, of the Surviving Corporation shall continue to be the Certificate of Incorporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 142 10th Street, San Francisco, California 94103.

SIXTH: That a copy of the Agreement of Merger will be furnished by Surviving Corporation upon request and without charge to any stockholder/member of any constituent entity.

SEVENTH: That 100% of the membership interest of Bebo.com LLC was entitled to vote on the merger, regardless of the class of such membership interest. The principal terms of the Agreement and Plan of Merger were approved by a vote of the number of interests of each class that equaled or exceeded the vote required, such required vote being the unanimous consent of all members of Bebo.com LLC, regardless of the class of membership interest.

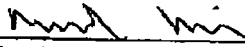
EIGHTH: That this Certificate of Merger shall be effective immediately upon filing.

NINTH: That the Surviving Corporation hereby agrees that it may be served in the State of California in a proceeding for the enforcement of an obligation of any constituent entity of the merger and in a proceeding to enforce the rights of any holder of a dissenting interest in a constituent California limited liability company.


TENTH: That the Surviving Corporation hereby agrees that it will promptly pay the holder of any dissenting interest in a constituent California limited liability company the amount to which that person is entitled under California law.

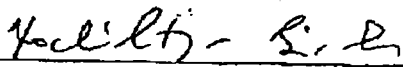
IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed this 16th day of May, 2006.

Bebo, Inc.
a Delaware corporation

By: 
Michael Birch
President and Chief Executive Officer

Bebo.com LLC
a California limited liability

By: 
Michael Birch
Manager

By: 
Xochi Birch
Manager