

F09000001818

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

001988.164

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
YELP! INC.

Certificate of Status	0
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Yelp! Inc.
(Name of Corporation)

DOCUMENT NUMBER: F08000001818

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Laurence Wilson
(Name of Contact Person)

Legal Department, 7th Floor, Yelp Inc.,
(Firm/Company)

708 Mission Street
(Address)

San Francisco CA 94103
(City/State and Zip Code)

For further information concerning this matter, please call:

Laurence Wilson at (415) 908-3801
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F09000001818
(Document number of corporation (if known))

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- 1. YELPI INC.
(Name of corporation as it appears on the records of the Department of State)
- 2. Delaware
(Incorporated under laws of)
- 3. 05/04/2009
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

- 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 02/02/2012
- 5. Yelp Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

- 6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

- 8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Lawrence Wilson
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Lawrence Wilson
(Typed or printed name of person signing)

General Counsel
(Title of person signing)

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "YELP! INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "YELP INC.", THE SECOND DAY OF FEBRUARY, A.D. 2012, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

3850893 8320

120391570

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



[Signature]
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9479106

DATE: 04-03-12

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