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**MERGER OR SHARE EXCHANGE
JUST DIAL INC.**

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ARTICLES OF MERGER

OF

JUST DIAL INC.
(a Florida Corporation)

WITH AND INTO

JUST DIAL INC.
(a Delaware Corporation)

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TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Just Dial Inc., a Florida corporation (Document Number P06000058072) with and into Just Dial Inc., a Delaware corporation (Corporate ID Number 4753454 ("DelCo")).

2. The sole shareholder entitled to vote on the aforesaid Plan of Merger of Just Dial, Inc. ("FloridaCo") approved and adopted the Plan of Merger by written consent on December 29, 2009 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act. A copy of the Plan is attached hereto as Exhibit A.

3. The merger of FloridaCo with and into DelCo is permitted by the laws of the jurisdiction of organization of DelCo and is in compliance with said laws. The date of adoption of the Plan of Merger by the sole shareholder of DelCo was December 29, 2009.

4. The effective date of the Merger herein provided for in the State of Florida shall be December 31, 2009.

[Signature Page to Follow]

EXHIBIT A**PLAN OF MERGER**

PLAN OF MERGER adopted for Just Dial Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 29, 2009, and adopted for Just Dial Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on December 29, 2009. The names of the corporations planning to merge are Just Dial Inc. ("FloridaCo"), a business corporation organized under the laws of the State of Florida, and Just Dial Inc., ("DelCo") a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which FloridaCo plans to merge is Just Dial Inc..

1. FloridaCo and DelCo, shall, pursuant to the provisions of the Florida Business Corporation Act and the laws of the State of Delaware, be merged with and into a single corporation, to wit, Just Dial Inc., which shall be the surviving corporation at the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware. The separate existence of FloridaCo, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective date of the merger to be December 31, 2009 ("the Effective Date") in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation at the Effective Date of the merger shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribe by the provisions of the laws of the State of Delaware.

3. The present bylaws of the surviving corporation ate the Effective Date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the Effective Date of the merger shall, be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective date of the merger shall at the Effective Date of merger be converted into one-tenth (0.10) of a share of the surviving corporation. Each issued share of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the Effective Date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the non-surviving corporation for approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of Delaware.

7. In the event that the Plan of Merger shall have been approved by the sole shareholder entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of Delaware of the surviving corporation, the non-surviving corporation and surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

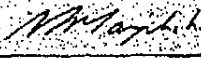
IN WITNESS WHEREOF, the undersigned, have caused these Articles of Merger to be executed on December 29, 2009.

By: JUST DIAL INC., a Florida corporation

By: 

Name: K. Srinivas
Title: Vice President

By: JUST DIAL INC., a Delaware corporation

By: 

Name: Nayan Marphatia
Title: Vice President