

08-06-1998

1329-0212; 1329-0213; and 1329-0214



BET

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JUL 31 1998

To the Honorable Commissioner of Pat.

100786754

original documents or copy thereof.

MRD 7-31-98

1. Name of conveying party(ies):

Emmis Broadcasting Corporation

- Individual(s)
- General Partnership
- Corporation-Indiana
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?

- Yes
- No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 23, 1998

2. Name and address of receiving party(ies):

Name: Emmis Communications Corporation

Internal Address: 950 North Meridian Street, Suite 1200
Indianapolis, Indiana 46204

Street Address:

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Indiana
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application Nos.: 75/122,639; 75/122,638; and 75/122,637

B. Trademark Registration No.(s):

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: E. Victor Indiano
Internal Address: Bose McKinney & Evans
Street Address: 2700 First Indiana Plaza
135 North Pennsylvania Street
Indianapolis, Indiana 46204

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41):.....\$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 02-3223. Commissioner authorized to charge any defect in fees, or credit overpayment to said deposit account.

(Attach duplicate copy of this page if paying by deposit account)

08/04/1998 TTON11 00000129 75122639

01 FC-481
02 FC-482

40.00 OP
50.00 OP

DO NOT USE THIS SPACE

9. State and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

E. Victor Indiano
Name of Person Signing

Signature

27 July 98
Date

Total number of pages including cover sheet, attachments and document: 4

193426

198607-559

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EMMIS BROADCASTING CORPORATION

PRELIMINARY APPROVAL

See Anne Gilroy
IND. SECRETARY OF STATE

The undersigned officer of Emmis Broadcasting Corporation (hereinafter referred to as the "Corporation") existing pursuant to Indiana Business Corporation Law, as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certifies the following facts:

ARTICLE I
AMENDMENTS

Section 1. The date of incorporation of the Corporation is July 17, 1986.

Section 2. The name of the Corporation following this amendment to the Articles of Incorporation is Emmis Communications Corporation.

Section 3. The exact text of Article I of the Articles of Incorporation is now as follows:

Corporate Name. The name of the Corporation shall be Emmis Communications Corporation.

ARTICLE II
MANNER OF ADOPTION AND VOTE

Section 1. Action by Directors. The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article I of the Articles of Incorporation and directing a meeting of the Shareholders to be held on June 23, 1998, allowing such members to vote on the proposed amendment.

Section 2. Action by Shareholders. The Shareholders of the Corporation entitled to vote in respect of the Articles of Amendment adopted the proposed Amendment by vote of such Shareholders during the meeting called by the Board of Directors. The result of such vote was as follows:

	Class A <u>Common Stock</u>	Class B <u>Common Stock*</u>	Total <u>Votes**</u>
NUMBER OF OUTSTANDING SHARES	8,469,666	2,560,894	33,559,066
SHARES ENTITLED TO VOTE:	8,469,666	2,560,894	33,559,066
SHARES REPRESENTED AT MEETING	6,769,422	2,560,894	31,858,822
SHARES VOTED IN FAVOR:	6,767,008	2,560,894	31,856,408
SHARES VOTED AGAINST:	1,894	-0-	1,894
ABSTENTIONS:	520	-0-	520

* Pursuant to the Articles of Incorporation, each share of Class B Common Stock is entitled to ten votes per share. Share data listed in this column should be multiplied by ten to determine the number of actual votes cast.
** Share data listed in this column reflects the number of actual votes, counting each Class B share as ten votes.

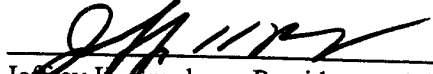
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CORPORATIONS DIV.
98 JUL 13 AM 11:57
SEE ANNE GILROY

198607-559

Section 3. Compliance with Legal Requirements. The manner of adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

Executed this 23rd day of June, 1998.

These Articles of Amendment are to be effective at 12:01 a.m. on July 16, 1998.



Jeffrey H. Smulyan, President and CEO

198607-559

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

EMMIS BROADCASTING CORPORATION

and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Business Corporation Law, as amended.

The name of the corporation is amended as follows:

EMMIS COMMUNICATIONS CORPORATION

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is July 13, 1998.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Thirteenth day of July, 1998.


Deputy