

12-16-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

12.4.98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
04161992

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1826 FRAME: 0751

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement 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. Charges to deposit account are authorized, as indicated herein.

Robert P. Lenart

Robert P. Lenart

12/1/98

Name of Person Signing

Signature

Date Signed

State of Delaware



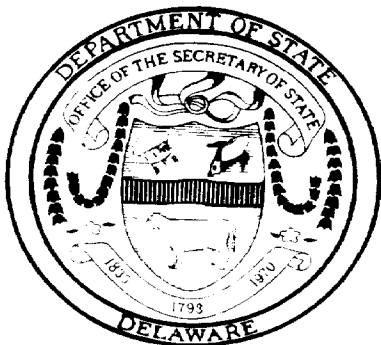
Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELWARE,
 DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED
 CERTIFICATE OF INCORPORATION OF "EMMIS AM BROADCASTING CORPORATION OF NEW YORK"
 FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A.D. 1992, AT 4:30 O'CLOCK
 P.M.

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Michael Ratchford
 Michael Ratchford, Secretary of State

AUTHENTICATION: 3420393

DATE: 04/21/1992

RESTATED CERTIFICATE OF INCORPORATIONOFEMMIS AM BROADCASTING CORPORATION OF NEW YORK

The undersigned, Mel Karmazin and Michael A. Wiener, President and Assistant Secretary, respectively, of Emmis AM Broadcasting Corporation of New York, a Delaware corporation (the "Company"), hereby certify as follows:

1. The name under which the Company was originally incorporated was "GE Subsidiary, Inc. 7", and the date of filing of its original Certificate of Incorporation with the Secretary of State of Delaware was May 6, 1986.

2. The original Certificate of Incorporation of the Company, as heretofore amended, is hereby further amended and restated in its entirety to read as follows:

FIRST: Name. The name of the Company is Infinity Broadcasting Corporation of New York.

SECOND: Registered Office. The Company's registered office in the State of Delaware is at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: Purpose. The nature of the business of the Company and its purpose is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: Capital Stock. The total number of shares of stock which the Company shall have authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

FIFTH: Management of the Company. The following provisions are inserted for the management of the business and for the conduct of the affairs of the Company and for the purpose of creating, defining, limiting and regulating the powers of the Company and its directors and stockholders:

(a) The number of directors of the Company shall be fixed and may be altered from time to time in the manner provided in the By-Laws, and vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the By-Laws.

(b) The election of directors may be conducted in any manner approved by the stockholders at the time when the election is held and need not be by ballot.

(c) All corporate powers and authority of the Company (except as at the time otherwise provided by law, by this Restated Certificate of Incorporation or by the By-Laws) shall be vested in and exercised by the Board of Directors

(d) The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend, alter or repeal the By-Laws of the Company, except to the extent that the By-Laws or this Restated Certificate of Incorporation otherwise provide.

SIXTH: Amendments. The Company reserves the right to amend or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon stockholders or directors are granted subject to this reservation.

SEVENTH: Indemnification. (a) No director of the Company shall be liable to the Company or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, provided that nothing contained in this Article shall eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

(b) The Company shall, to the extent required, and may, to the extent permitted, by Section 145 of the Delaware General Corporation Law, as amended or supplemented from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto.

EIGHTH: Participation of Non-Citizens. The following provisions are included for the purpose of ensuring that control and management of the Company remains with loyal citizens of the United States and/or corporations formed under the laws of the United States or any of the states of the United States, as required by the Communications Act of 1934, as the same may be amended from time to time:

(a) The Company shall not issue to "Aliens" (which term shall include (i) a person who is a citizen of a country other than the United States; (ii) any entity organized under the laws of a government other than the government of the United States or any state, territory or possession of the United States; (iii) a government other than the government of the United States or of any state, territory or possession of the United States; and (iv) a representative of, or an individual or entity controlled by, any of the foregoing), either individually or in the aggregate, in excess of 20% of the total number of shares of capital stock of the Company outstanding at any time and shall seek not to permit the transfer on the books of the Company of any capital stock to any Alien that would result in the total number of

shares of such capital stock held by Aliens exceeding such 20% limit.

(b) No Alien or Aliens shall be entitled to vote or direct or control the vote of more than 20% of (i) the total number of shares of capital stock of the Company outstanding and entitled to vote at any time and from time to time, or (ii) the total voting power of all shares of capital stock of the Company outstanding and entitled to vote at any time and from time to time.


(c) No Alien shall be qualified to act as a director or officer of the Company.

(d) The Board of Directors of the Company shall have all powers necessary to implement this Article EIGHTH.

NINTH: Regulatory Compliance. The Company shall not do, nor shall it cause to be done, any act that would cause it to be in violation of the Communications Act of 1934 or of the rules and regulations promulgated thereunder, as the same may be amended from time to time.


3. This Restated Certificate of Incorporation was adopted by the Board of Directors and stockholders of the Company on April 16, 1992, in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned have
hereunto set their hands this 16th day of April, 1992.



Mel Karmazin
President

Attest:



Michael A. Wiener
Assistant Secretary