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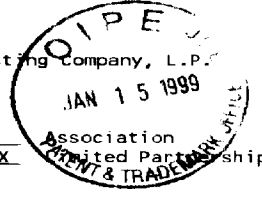
To the Honorable Commissioner of Patent

ached original documents or copy thereof

1. Name of conveying party(ies):
Ethnic-American Broadcasting Company, L.P.C.

Individual(s) _____
 General Partnership **X**
 Corporation-State _____
 Other _____

Additional name(s) of conveying party(ies) attached?
 yes _____ **X** no _____



2. Name and address of receiving party(ies)
 Name: Ethnic-American Broadcasting Company, LLC
 Internal Address: _____
 Street Address: Two Executive Drive Suite 600
 City: Ft. Lee State: NJ Zip: 07024

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 X Other Delaware Limited Liability Company

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

Additional name(s) & address(es) attached?
 yes _____ **X** no _____

3. Nature of Conveyance:

Assignment _____ Merger _____
 Security Agreement _____ **X** Change of Name _____
 Other _____

Execution Date: December 1, 1998

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

A. Trademark Application No.(s)			B. Trademark registration No(s).	
75/159,911	75/498,112	75/159,955	2,137,909	2,165,139
75/476,106	75/498,114		2,176,069	2,140,274

Additional numbers attached? Yes _____ **X** No _____

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

Sheldon H. Klein, Esq.
 Arent Fox Kintner Plotkin & Kahn PLLC
 1050 Connecticut Avenue, N.W.
 Washington, D. C. 20036-5339

01/19/1999 SBURMS 00000207 75498112
 01 FC:481 40.00 OP
 02 FC:482 200.00 OP

6. Total number of applications and registrations involved: 9

7. Total Fee (37 CFR 3.41): \$240.00

X Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 01-2300 under Order No. 021307.00001

____ Authorized to be charged to Deposit Account

8. Deposit Account No. 01-2300
 (Attach dupl. copy of this page if paying by Deposit Account)

DO NOT WRITE IN THIS SPACE

9. 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.

Michael A. Grow _____
 Name of Person Signing Signature Date

TOTAL NUMBER OF PAGES INCLUDING COVER SHEET, ATTACHMENTS AND DOCUMENT: 4

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

FROM RICHARDS, LAYTON & FINGER #08

(TUE) 12. 1 '98 10:52/ST. 10:51/NO. 4261591015 P 2

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY

OF

ETHNIC-AMERICAN BROADCASTING COMPANY, L.P.

TO

ETHNIC-AMERICAN BROADCASTING COMPANY, LLC

**Pursuant to Section 18-214 of the Limited Liability
Company Act of the State of Delaware**

This Certificate of Conversion to Limited Liability Company ("Certificate of Conversion"), dated December 1, 1998, is being duly executed and filed by David A. Moro, as an authorized person, to convert Ethnic-American Broadcasting Company, L.P., a Delaware limited partnership (the "Partnership"), to Ethnic-American Broadcasting Company, LLC, a Delaware limited liability company (the "Company"), under Section 18-214 of the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST. The Partnership was first formed as a limited partnership in the State of Delaware on July 27, 1990.

SECOND. The name of the Partnership immediately prior to the filing of this Certificate of Conversion was Ethnic-American Broadcasting Company, L.P.

THIRD. The name of the Company as set forth in its certificate of formation is Ethnic-American Broadcasting Company, LLC.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:45 AM 12/01/1998
981458299 - 2237304

FEIN RICHARDS, LAYTON & FINGER #08

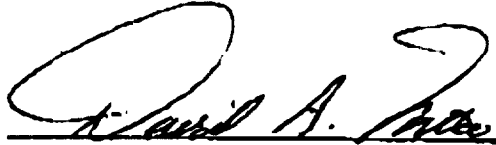
(TUE) 12. 1 '98 10:52/ST. 10:51/NO. 426:591015 P. 3

FOURTH. The conversion of the Partnership to the Company shall be effective upon the filing of this Certificate of Conversion and the certificate of formation of Ethnic-American Broadcasting Company, LLC with the Secretary of State of the State of Delaware.

FROM RICHARDS, LAYTON & FINGER #08

(TUE) 12. 1 '98 10:52/ST. 10:51/NO. 4261591015 3 4

**IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Conversion to Limited Liability Company as of the date first above written.**



**Name: David A. Moro
Title: Authorized Person**