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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

09-01-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #10

Number of Patents 101137940

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Odyssey Communications, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Big City Radio, Inc.

Internal Address: _____

Street Address: 11 Skyline Drive

City: Hawthorne State: NY ZIP: 10532

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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

3. Nature of conveyance:

9-1-99

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

Execution Date: December 2, 1997

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

A. Trademark Application No.(s)

75/385,181

B. Trademark registration No.(s)

<u>1,933,978</u>	<u>1,997,818</u>	<u>2,023,204</u>
<u>2,074,810</u>	<u>1,946,317</u>	<u>2,097,520</u>
<u>2,066,159</u>	<u>1,958,694</u>	<u>2,101,306</u>
<u>2,064,377</u>	<u>2,060,344</u>	<u>2,236,063</u>

Additional numbers attached? Yes No

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

Name: Scott J. Major

Internal Address: Cleary & Komen, LLP

Street Address: 600 Pennsylvania Avenue, S.E.

Suite 200

City: Washington, D.C. State: _____ ZIP: 20003

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 3.41): _____ \$ \$340.00

Enclosed If check not enclosed, please charge to Deposit Acct. 02-4500

Authorized to be charged to deposit account

8. Deposit account number:

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

09/07/1999 NTHA11 00000262 75385181

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 300.00 OP

340E

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.

Scott J. Major

Name of Person Signing

Signature

August 31, 1999

Date

Total number of pages comprising cover sheet:

2

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ODYSSEY COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "ODYSSEY COMMUNICATIONS, INC." TO "BIG CITY RADIO, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2419854 8100

971408747

AUTHENTICATION:

8787657

DATE:

12-03-97

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
ODYSSEY COMMUNICATIONS, INC.**

**Pursuant to Section 242 of the General
Corporation Law of the State of Delaware**

**Odyssey Communications, Inc., a Delaware corporation (hereinafter called the
"Corporation"), does hereby certify as follows:**


**FIRST: Article FIRST of the Corporation's Certificate of Incorporation is
hereby amended to read in its entirety as set forth below:**

**FIRST: The name of the corporation is Big City Radio, Inc.
(hereinafter the "Corporation").**


**SECOND: The foregoing amendment was duly adopted in accordance
with Section 242 of the General Corporation Law of the State of Delaware.**

**IN WITNESS WHEREOF, Odyssey Communications, Inc. has caused this
Certificate to be duly executed in its corporate name this 2nd day of December, 1997.**

ODYSSEY COMMUNICATIONS, INC.

By: 
**Name: Michael Kaloyiannis
Title: President and Chief Executive Officer**

ATTEST:

By: 
**Name: Arnold L. Wadler
Title: Executive Vice President and Secretary**