

12-01-1999



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RECORDATION FORM COVER SHEET
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NRD 11/5/99

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
- Merger
- Change of Name
- Other

TRADEMARK FEE PROCESS
 RECEIVED
 1999
 12 30 98
 Patent & Trademark Office
 Effective Date
 Month Day Year
 Execution Date
 Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

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)
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

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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

(202) 955-3000

Name

Leslie S. Spitalney, Esq.

Address (line 1)

Holland & Knight, LLP

Address (line 2)

2100 Pennsylvania Ave., N.W.

Address (line 3)

Suite 400

Address (line 4)

Washington, D.C. 20037

Pages

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

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/524,508

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

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

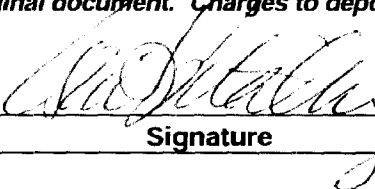
No

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.

Leslie S. Spitalney

Name of Person Signing



Signature

10/18/99

Date Signed

JAN-04-1999 12:48

CT CORPORATION

7137591958 P.02/16

FILED
OFFICE OF THE
CLERK OF THE STATE OF THE
STATE OF NEVADA

ARTICLES OF MERGER

trust acct.

OF

DEC 9 1 1998

CLEAR CHANNEL METROPLEX, INC.

C 6437-94

AND

David Hill
CLERK OF THE STATE OF NEVADA

CLEAR CHANNEL RADIO, INC.

To the Secretary of State
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the domestic corporations herein named do hereby adopt the following Articles of Merger.

FIRST: The following is the Plan of Merger for merging Clear Channel Metroplex, Inc. ("Sub") with and into Clear Channel Radio, Inc. ("Parent"):

1. Parent, which is a business corporation of the State of Nevada and is the parent corporation and the owner of all of the outstanding shares of Sub, which is a business corporation of the State of Nevada and the subsidiary corporation, hereby merges Sub into Parent pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.
2. The separate existence of Sub shall cease at the effective time of the merger pursuant to the provisions; and Parent shall continue its existence as the surviving corporation pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.
3. The issued shares of Sub shall not be converted in any manner, but each said share which is issued as of the effective time of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Parent 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.

SECOND: The said Plan of Merger has been adopted by the Board of Directors of Parent. Parent is the owner of all of the outstanding shares of Sub.

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CT CORPORATION

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THIRD: Parent, as the owner of all of the outstanding shares of Sub has waived the requirement of mailing a copy of the Plan of Merger to itself.

Executed on this 30th day of December, 1998.

CLEAR CHANNEL METROPLEX, INC.

By: [Signature]
Name: Mark P. Mays
Title: President

By: [Signature]
Name: Kenneth E. Wyker
Title: Secretary

STATE OF TEXAS §
 §
COUNTY OF BEKAR §

On December 30, 1998, personally appeared before me, a Notary Public in and for the State and County aforesaid, Mark P. Mays and Kenneth E. Wyker, the President and Secretary, respectively, of Clear Channel Metroplex, Inc., personally known to me to be the persons whose names are subscribed to the above instrument in the said capacities, who acknowledged that they executed the said instrument.

[Signature]
Notary Public



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CT CORPORATION

7137591958 P. 04/15

Executed on this 30th day of December, 1998.

CLEAR CHANNEL RADIO, INC.

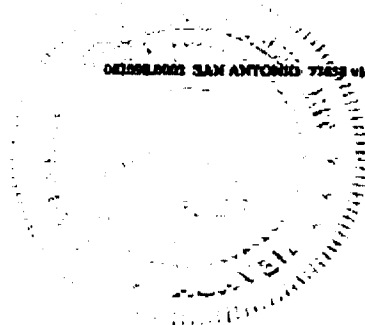
By: [Signature]
Name: Mark A. Maye
Title: President

By: [Signature]
Name: Kenneth E. Wyker
Title: Secretary

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

On December 30, 1998, personally appeared before me, a Notary Public in and for the State and County aforesaid, Mark A. Maye and Kenneth E. Wyker, the President and Secretary, respectively, of Clear Channel Radio, Inc., personally known to me to be the persons whose names are subscribed to the above instrument in the said capacities, who acknowledged that they executed the said instrument.

[Signature]
Notary Public



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**STATE OF NEVADA
Secretary of State**

I hereby certify that this is a true and complete copy of the document as filed in this office.

SEP 30 '89

Dean Heller
DEAN HELLER
Secretary of State

Dean Heller

RECORDED: 11/05/1999

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