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04-18-2000

U.S. Department of Commerce
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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year
11 19 99

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Chancellor Media Corporation of Los Angeles Execution Date
Month Day Year
11 19 99

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name AMFM Operating, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 600 Congress Avenue

Address (line 2) Suite 1400

Address (line 3) Austin Texas 78701
City State/Country Zip Code

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 Delaware

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Address (line 1)

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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)

<input type="text" value="75/675973"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

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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.

Jessamyn Elliott-Brownell

Name of Person Signing

Signature

3/15/00

Date Signed

CERTIFICATE OF MERGER MERGING

CHANCELLOR MEDIA CORPORATION OF LOS ANGELES,
a Delaware corporation,
CAPSTAR RADIO BROADCASTING PARTNERS, INC.,
a Delaware corporation,
and
SBI HOLDING CORPORATION,
a Delaware corporation,

into

CAPSTAR COMMUNICATIONS, INC.,
a Delaware corporation

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), Capstar Communications, Inc., a corporation organized and existing under the laws of Delaware ("CCI"), does hereby certify:

1. That CCI is the surviving corporation of a merger among CCI and Chancellor Media Corporation of Los Angeles, a Delaware corporation, Capstar Radio Broadcasting Partners, Inc., a Delaware corporation, and SBI Holding Corporation, a Delaware corporation (the "Merged Corporations") and, together with CCI, the "Constituent Corporations").
2. That an Agreement and Plan of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.
3. That the name of the surviving corporation is Capstar Communications, Inc. (the "Surviving Corporation").
4. That the certificate of incorporation of CCI shall be the certificate of incorporation of the Surviving Corporation, except that Article I of such certificate of incorporation shall be amended and restated in its entirety so that said article shall be and read as follows:

**"ARTICLE I
NAME**

The name of the Corporation is AMFM OPERATING INC. (the "Corporation")."

5. The executed Agreement is on file at the principal place of business of CCI, 600 Congress Avenue, Suite 1400, Austin, Texas 78701.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/19/1999
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6. That a copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

IN WITNESS WHEREOF, CCI has caused this Certificate to be signed by its authorized officer on this 19th day of November, 1999.

CAPSTAR COMMUNICATIONS, INC.

By: 

Kathy Archer
Senior Vice President

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