

05-09-2000

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U.S. Department of Commerce
Patent and Trademark Office

101351661

ION FORM COVER SHEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 GRFATER MICHIGAN RADIO, INC. 27

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

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

2. Name and Address of receiving party(ies)

Name: GREATER MICHIGAN RADIO, INC.

Address: c/o Greater Media, Inc.
 Two Kennedy Boulevard
 East Brunswick, New Jersey 08816

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 31, 1995

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

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

A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) 1377592
1610130

Additional numbers attached? Yes No

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

Cowan, Liebowitz & Latman, P.C.
 1133 Avenue of the Americas
 New York, NY 10036-6799

Attn: Baila H. Celedonia, Esq.

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00

Enclosed
 Any deficiency is authorized to be charged to
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415
 (Attach duplicate copy of this page if paying by deposit account)

(05/08/2000 JSHARR7 0000030P 1377592
 01 FC:481 40.00 00
 02 FC:482 25.00 00)

DO NOT USE 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.

Baila H. Celedonia, Esq. Baila H. Celedonia April 25, 2000

 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

PLAN AND AGREEMENT OF MERGER

OF

GREATER MICHIGAN RADIO, INC.
(a Michigan corporation)

AND

GREATER MICHIGAN RADIO, INC.
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into on October 31, 1995 by Greater Michigan Radio, Inc., a business corporation of the State of Michigan, and approved by resolution adopted by its Board of Directors on said date, and entered into on October 31, 1995 by Greater Michigan Radio, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Greater Michigan Radio, Inc. is a business corporation of the State of Michigan with its principal office therein located at One Radio Plaza, Detroit, Michigan; and

WHEREAS, the total number of shares of stock which Greater Michigan Radio, Inc., a Michigan corporation, has authority to issue is 1,000, all of which are of one class and without par value; and

WHEREAS, the number of outstanding shares of stock of Greater Michigan Radio, Inc., a Michigan corporation, is 800, all of which are of one class and are common shares, and all of which are entitled to vote; and

WHEREAS, Greater Michigan Radio, Inc. is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Greater Michigan Radio, Inc., a Delaware corporation, has authority to issue is 2,000, all of which are of one class and without par value; and

WHEREAS, the Michigan Business Corporation Act permits a merger of a business corporation of the State of Michigan with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another

jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Greater Michigan Radio, Inc., a Michigan corporation, and Greater Michigan Radio, Inc., a Delaware corporation, and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Greater Michigan Radio, Inc., a Michigan corporation, with and into Greater Michigan Radio, Inc., a Delaware corporation, pursuant to the provisions of the Michigan Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Greater Michigan Radio, Inc., a Michigan corporation, and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Greater Michigan Radio, Inc., a Delaware corporation, and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Greater Michigan Radio, Inc., a Michigan corporation, and Greater Michigan Radio, Inc., a Delaware corporation, shall, pursuant to the provisions of the Michigan Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Greater Michigan Radio, Inc., a Delaware corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Greater Michigan Radio, Inc., a Michigan corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Michigan Business Corporation Act.

2.
The Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and

changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be exchanged for 1.25 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Michigan Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Michigan and by the laws of the State of Delaware, and they will cause to be performed all necessary acts within the State of Michigan and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and 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 and Agreement of Merger or of the merger herein provided for.

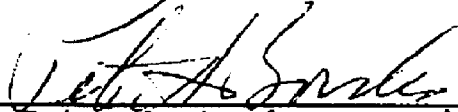
The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware is November 20, 1995.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: November 13, 1995.

GREATER MICHIGAN RADIO, INC.
(a Michigan corporation)

By



Peter A. Bordes, President

GREATER MICHIGAN RADIO, INC.
(a Delaware corporation)

By




Peter A. Bordes, President

CERTIFICATE OF SECRETARY OF
GREATER MICHIGAN RADIO, INC.
(a Delaware corporation)

The undersigned, being the Secretary of Greater Michigan Radio, Inc., a Delaware corporation, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: November 13, 1995



Barbara Burns, Secretary