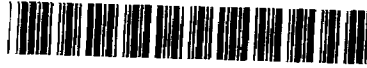


02-15-2001



TRADEMARK  
Docket No. 7180-0004

IN THE UNITED STATES

101614922

MARK OFFICE

TRADEMARK RECORDATION COVER SHEET

102-01

HON. COMMISSIONER OF PATENTS AND TRADEMARKS  
BOX ASSIGNMENTS  
Washington, D.C. 20231

Sir:

Please record the attached original documents or copies thereof.

1. Submission Type:

- New
- Resubmission (Non-Recordation) - Document ID# \_\_\_\_\_
- Correction of PTO Error: Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document: Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

2. Name Of Conveying Party(ies):

Name: Metroplex Communications, Inc.

Formerly \_\_\_\_\_

Execution Date (Month/Day/Year) October 11, 1994

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership
- Other \_\_\_\_\_

Citizenship/State of Incorporation Florida

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

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

Name: Clear Channel Metroplex Licenses, Inc.

DBA/AKA/TA: \_\_\_\_\_

Address: 3305 W. Spring Mountain Road, Suite 60

City Las Vegas State Nevada ZIP 89102

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

Citizenship/State of Incorporation Nevada

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134500  
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40.00 CH  
02/14/2001 DBYRNE  
FC:481

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

Additional name(s) & address(es) attached?  Yes  No

4. Conveyance Type:

- |   |   |
|---|---|
| <input type="checkbox"/> Assignment         | <input checked="" type="checkbox"/> Merger        |
| <input type="checkbox"/> Security Agreement | <input type="checkbox"/> Change of Name           |
| <input type="checkbox"/> License            | <input type="checkbox"/> Nunc Pro Tunc Assignment |
| <input type="checkbox"/> Other              |   |

Effective Date: \_\_\_\_\_ (if nunc pro tunc assignment)

5. Application Number(s) and marks or Registration Number(s) and marks:

Trademark Application No.(s) \_\_\_\_\_ (Mark: \_\_\_\_\_ ); \_\_\_\_\_

Trademark registration No.(s) 1,820,167\_ (Mark: Y-100); \_\_\_\_\_

Additional numbers attached?  Yes  No

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

Name: Scott Greenberg, Esq. c/o Morgan & Finnegan L.L.P.

Internal Address: \_\_\_\_\_

Street Address: 345 Park Avenue

City New York State New York ZIP 10154

Area Code and Telephone Number (212) 415-8543

7. Total number of applications and registrations involved: 1

8. Total fee (37 CFR 3.41):.....\$ 40.00

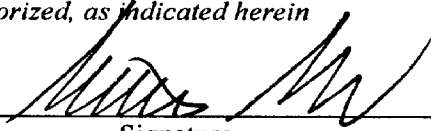
- Enclosed  
 Authorized to be charged to deposit account

9. Deposit Account Number: 13-4500. Authorization to charge additional fees to deposit account:  Yes  No

10. Statement and Signature

*Charges to deposit account are authorized, as indicated herein*

Scott Greenberg  
Name of Person Signing

  
Signature

1/22/01  
Date

Total amount of pages in cover sheet: 3

FORM: REC-TM.NY  
Rev. 10/04/94

Inv. # 63553  
E 75507 DF

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA.

**ARTICLES OF MERGER**

OF

OCT 11 1994

**METROPLEX COMMUNICATIONS, INC.**  
(a Florida Corporation)

CHEVILA LAU SECRETARY OF STATE

INTO

No. 13417-93

**CLEAR CHANNEL METROPLEX LICENSES, INC.**  
(a Nevada Corporation)

Each of the undersigned corporations does certify, pursuant to the General Corporation Law of the State of Nevada, as follows:

1. The names and states of incorporation of the constituent corporations are Metroplex Communications, Inc. (the "Merging Corporation"), incorporated under the laws of the State of Florida, and Clear Channel Metroplex Licenses, Inc. (the "Surviving Corporation"), incorporated under the laws of the State of Nevada.

2. An Agreement and Plan of Merger dated March 22, 1994, as amended by a First Amendment to the Agreement and Plan of Merger dated August 25, 1994, (collectively the "Merger Agreement") has been approved and authorized, by each of the constituent corporations by their respective boards of directors and by the unanimous written consent of the shareholders of each of the constituent corporations as follows:

Name	Date of Board of Directors Approval	Date of Shareholders Unanimous Consent
Merging Corporation	March 15, 1994	March 21, 1994
Surviving Corporation	October 4, 1994	October 4, 1994

1341793

in accordance with the requirements of the General Corporation Law of the State of Nevada. The laws of the State of Florida permit this merger and such laws have been complied with in consummating this merger.

3. The name of the Surviving Corporation is Clear Channel Metroplex Licenses, Inc.

4. Pursuant to the Merger Agreement, the present Articles of Incorporation of Clear Channel Metroplex Licenses, Inc., the Surviving Corporation, shall be, and are, in their entirety the Articles of Incorporation of the Surviving Corporation.

5. The executed Merger Agreement, is on file at the principal place of business of the Surviving Corporation, whose address is 3305 W. Spring Mountain Road, Suite 60, Las Vegas, Nevada 89102 and sets forth in Article II thereof the effect upon and basis of conversion of shares of the constituent corporations.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

7. The Surviving Corporation hereby (a) agrees that it may be served with process in the State of Nevada in any proceeding for enforcement of any obligation of the Surviving Corporation and the Merging Corporation, and (b) irrevocably appoints the Surviving Corporation's registered agent in the State of Nevada as its agent to accept such service of process.

8. The merger shall be effective immediately upon the filing of these Articles of Merger with the Secretary of the State of Nevada and Articles of Merger with the Department of State of Florida.

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IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of this 11<sup>th</sup> day of October, 1994.

METROPLEX COMMUNICATIONS, INC.

By: Robert C. Weiss  
President  
Name: Robert C. Weiss

and By: Charles R. Schaefer  
Secretary  
Name: Charles R. Schaefer

CLEAR CHANNEL METROPLEX LICENSES, INC.

By: Mark P. Mays  
Senior Vice President  
Name: Mark P. Mays

and By: Kenneth E. Wyker  
Secretary  
Name: Kenneth E. Wyker

105 KK  
OCT 11 1994

507-13


**ACKNOWLEDGMENT**

COUNTY OF CUYAHOGA       )  
  ) ss  
STATE OF OHIO               )

I, Daniel N. Steiger, a Notary Public in and for the state and county aforesaid, do hereby certify that Robert C. Weiss, the President of Metroplex Communications, Inc., an Ohio corporation (the "Corporation"), personally appeared before me in said jurisdiction, the said individual being personally well known to me as the person authorized to execute these Articles of Merger on behalf of said Corporation, and acknowledged said instrument to be the act and deed of the said Corporation, and that he delivered the same as such.

Given under my hand and seal this 4th day of October, 1994.

[SEAL]

  
\_\_\_\_\_  
Notary Public

DANIEL N. STEIGER, Attorney at Law  
Notary Public - State of Ohio  
My commission has no expiration date  
Section 147.03 R.C.

OCT 11 1994

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**ACKNOWLEDGEMENT**

COUNTY OF CUYAHOGA            )  
  ) ss  
STATE OF OHIO                    )

I, Daniel N. Steiger, a Notary Public in and for the state and county aforesaid, do hereby certify that Charles R. Schaefer, the Secretary of Metroplex Communications, Inc., an Ohio corporation (the "Corporation"), personally appeared before me in said jurisdiction, the said individual being personally well known to me as the person authorized to execute these Articles of Merger on behalf of said Corporation, and acknowledged said instrument to be the act and deed of the said Corporation, and that he delivered the same as such.

Given under my hand and seal this 4th day of October, 1994.

[SEAL]

  
Notary Public

DANIEL N. STEIGER, Attorney at Law  
Notary Public - State of Ohio  
My commission has no expiration date  
Section 147.03 R.C.

RECORDED  
OCT 11 1994



**ACKNOWLEDGEMENT**

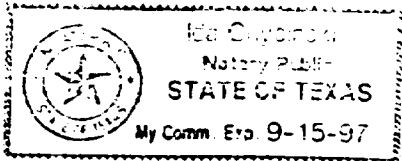
COUNTY OF BEXAR            )  
                                  ) ss  
STATE OF TEXAS            )

I, IDA CHYCINSKI, a Notary Public in and for the state and county aforesaid, do hereby certify that MARK P. MAVS, the SR. VICE PRESIDENT of Clear Channel Metroplex Licenses, Inc., an Nevada corporation (the "Corporation"), personally appeared before me in said jurisdiction, the said individual being personally well known to me as the person authorized to execute these Articles of Merger on behalf of said Corporation, and acknowledged said instrument to be the act and deed of the said Corporation, and that he delivered the same as such.

Given under my hand and seal this 6th day of October, 1994.

[SEAL]

Ida Chycinski  
Notary Public



OCT 11 1994

**ACKNOWLEDGEMENT**

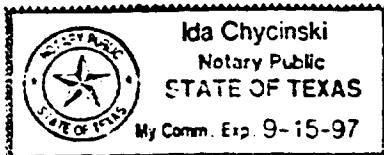
COUNTY OF BEXAR            )  
                                  ) ss  
STATE OF TEXAS            )

I, IDA CHYCINSKI, a Notary Public in and for the state and county aforesaid, do hereby certify that KENNETH WYKER, the SECRETARY of Clear Channel Metroplex Licenses, Inc., an Nevada corporation (the "Corporation"), personally appeared before me in said jurisdiction, the said individual being personally well known to me as the person authorized to execute these Articles of Merger on behalf of said Corporation, and acknowledged said instrument to be the act and deed of the said Corporation, and that he delivered the same as such.

Given under my hand and seal this 6th day of October, 1994.

[SEAL]

Ida Chycinski  
Notary Public



105 NK  
OCT 11 1994