

4-20-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

05-04-2001



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To the Honorable Commissioner of Patent and Trademarks: Please record the attach.

<p>1. Name of conveying party(ies):</p> <p>Infinity Broadcasting Corporation</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>IBC, Merger Corp. 1515 Broadway New York, New York 10036</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>Domestic representative is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: February 21, 2001</p>	
<p>4. (A.) Trademark Application No.(s)</p> <p>76018650</p>	<p>4. (B.) Trademark Registration No.(s)</p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Correspondence should be mailed to:</p> <p>Michelena Hallie Viacom Inc. Legal Dept., 51st Floor 1515 Broadway New York, New York 10036</p>	<p>6. Total number of applications and registrations involved:..... 1</p>
<p>"Express Mail" No: EL399879886US Date of Deposit: April 19, 2001 I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. §1.10 on the date indicated above and is addressed to the Assistant Commissioner of Trademarks, Arlington, VA 22202-3513</p> <p><u>Anita J. Cabret</u> (Name of person mailing paper or fee)</p> <p></p> <p>(Signature of person mailing paper or fee)</p>	<p>7. Total fee (37 CFR 3.41): \$ 40.00</p> <p><input type="checkbox"/> Enclosed (The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account Deposit account number: 220288</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

DO NOT USE THIS SPACE

8. 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.

Michelena Hallie
Name of Person Signing

April 19, 2001

Signature _____ Date _____
Total number of pages comprising cover sheet: 8

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INFINITY BROADCASTING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "IBC MERGER CORP." UNDER THE NAME OF "INFINITY BROADCASTING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2001, AT 11 O'CLOCK A.M.

3304433 8100M

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Harriet Smith Windsor
Harriet Smith Windsor, et al. 0982881

DATE: 02-21-01

TRADEMARK
REEL: 002286 FRAME: 0271

CERTIFICATE OF MERGER

merging

INFINITY BROADCASTING CORPORATION

into

IBC MERGER CORP.

(Pursuant to Section 251 of the Delaware General Corporation Law)

The undersigned Delaware corporation does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger (the "Merger") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Infinity Broadcasting Corporation	Delaware
IBC Merger Corp.	Delaware

SECOND: An Agreement and Plan of Merger among Viacom Inc., IBC Merger Corp. and Infinity Broadcasting Corporation dated as of October 30, 2000 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: IBC Merger Corp. shall be the surviving corporation of the Merger. The name of the surviving corporation shall be Infinity Broadcasting Corporation as of the effective time of the Merger.

FOURTH: The certificate of incorporation of the surviving corporation, IBC Merger Corp., with such amendments as are effected by the Merger, is attached to this Certificate of Merger as Exhibit A, and, as so amended, shall constitute the Certificate of Incorporation, as amended, of the surviving corporation.

FIFTH: The executed Merger Agreement is on file at an office of the surviving corporation. The address of the principal place of business of the surviving corporation is 1515 Broadway, New York, NY 10036.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, IBC Merger Corp. has caused this Certificate of Merger to be executed by its duly authorized officer this 21st day of February 2001.

IBC MERGER CORP.

By: 

Name: Michael D. Fricklas

Title: Executive Vice President,
General Counsel and Secretary

CERTIFICATE OF INCORPORATION
OF
INFINITY BROADCASTING CORPORATION

ARTICLE I

Name

The name of the Corporation is Infinity Broadcasting Corporation.

ARTICLE II

Registered Office and Registered Agent

The address of the registered office of the Corporation in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The name of the registered agent of the Corporation at such address is the Corporation Service Company.

ARTICLE III

Corporate Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended (the "General Corporation Law").

ARTICLE IV

Capital Stock

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000, all of which shall be shares of Common Stock, par value \$.01 per share.

ARTICLE V

Directors

Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the Restated Bylaws of the Corporation.

ARTICLE VI

Indemnification of Directors, Officers and Others

Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted from time to time by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended (but, if permitted by applicable law, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereafter in effect. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents (other than a director or officer) of the Corporation, to directors, officers, employees or agents of a subsidiary, and to each person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, at the request of the Corporation, with the same scope and effect as the foregoing indemnification of directors and officers of the Corporation. The Corporation shall be required to indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors or is a proceeding to enforce such person's claim to indemnification pursuant to the rights granted by this Restated Certificate of Incorporation or otherwise by the Corporation. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article SIXTH. Any amendment or repeal of this Article SIXTH shall not adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such amendment or repeal.

ARTICLE VII

Bylaws

The directors of the Corporation shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE VIII

Reorganization

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the

creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE IX

Personal Liability of Directors or Officers

A. To the fullest extent permitted by the General Corporation Law of the State of Delaware as it now exists and as it may hereafter be amended, no director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of any fiduciary or other duty as a director.

B. The rights and authority conferred in this Article NINTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

C. Neither the amendment, alteration or repeal of this Article NINTH, nor the adoption of any provision inconsistent with this Article NINTH, shall adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, alteration or repeal with respect to acts or omissions occurring prior to such amendment, alteration, repeal or adoption.

ARTICLE X

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision of this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders in this Restated Certificate of Incorporation are subject to this reservation.

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