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06-13-2001

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

CHANCELLOR MEDIA CORPORATION
OF LOS ANGELES

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: November 19, 1999

2. Name and address of receiving party(ies)

Name: AMFM Operating, Inc.

Internal

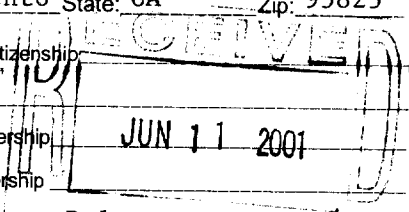
Address: _____

Street Address: 1440 Ethan Way, Suite 200

City: Sacramento State: CA Zip: 95825

- 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)

None

B. Trademark Registration No.(s)

2,440,113
2,440,112

Additional number(s) attached Yes No

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

Name: Pamela B. Huff

Internal Address: Cox & Smith Incorporated

Street Address: 112 East Pecan, Suite 1800

City: San Antonio State: Texas Zip: 78205

6. Total number of applications and registrations involved: 2

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03/3483

(Attach duplicate copy of this page if paying by deposit account)

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.

Pamela B. Huff

Pamela B. Huff

6-7-01

Name of Person Signing

Signature

Date

DBYRNE

0000201 2440113

Total number of pages including cover sheet, attachments, and document: 3

06/12/2001

01 FC:481
02 FC:482

40.00 DM
25.00 DP

documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002312 FRAME: 0829

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
991494838 - 2289216

TRADEMARK

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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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