

07-31-2001



REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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 of The Lone Star State
07/23/01
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: AMFM Radio Group, Inc.
Internal Address: _____
Address: _____
Street Address: 200 East Basse Road
City: San Antonio State: Texas Zip: 78209
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 14, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
None
B. Trademark Registration No.(s)
1,374,228
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: 7
7. Total fee (37 CFR 3.41).....\$ 190.00
 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* 7-18-01
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 6

07/31/2001 TBIAZI 00000074 1374228

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

01 FC:481 40.00 OP
02 FC:482 150.00 OP

TRADEMARK
REEL: 002336 FRAME: 0770

EXHIBIT "A"
CHANCELLOR MEDIA OF THE LONE STAR STATE
TRADEMARK/SERVICE MARK REGISTRATIONS

Mark	Ser./Reg. No.	Filing/Issue Date
KMEL (<i>LISTED ON RECORDATION COVER SHEET</i>)	1,374,228	12/03/85
THE BATTLE OF THE SEXES	2,030,249	01/14/97
VOICE OF LOVE	2,129,569	01/13/98
Q AT WORK AND WIN	2,136,028	02/10/98
THE BREAKFAST CLUB	2,137,981	02/17/98
THE BEAT OF NEW YORK (Stylized)	2,169,192	06/30/98
KTU	2,260,224	07/13/99

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"CHANCELLOR MEDIA CORPORATION OF ST. LOUIS", A DELAWARE CORPORATION,

"CHANCELLOR MEDIA CORPORATION OF WASHINGTON, D.C.", A DELAWARE CORPORATION,

"KZPS/EDGE LICENSE CORP.", A DELAWARE CORPORATION,

WITH AND INTO "CHANCELLOR MEDIA CORPORATION OF THE LONE STAR STATE" UNDER THE NAME OF "AMFM RADIO GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JANUARY, A.D. 2000, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2164535 8100M
001022774

AUTHENTICATION: 0201250
DATE: 01-14-00

CERTIFICATE OF MERGER MERGING

Each of the Corporations Listed on Exhibit A Attached Hereto

into

Chancellor Media Corporation of the Lone Star State,

a Delaware corporation

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), Chancellor Media Corporation of the Lone Star State, a corporation organized and existing under the laws of Delaware, does hereby certify:

1. That Chancellor Media Corporation of the Lone Star State, a Delaware corporation, is the surviving corporation of a merger among Chancellor Media Corporation of the Lone Star State and each of the corporations (collectively, the "Merged Corporations") listed on Exhibit A attached hereto and incorporated herein by reference, all of which were incorporated under the laws of the State of Delaware.

2. That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 251 of the DGCL.

3. That the name of the surviving corporation is Chancellor Media Corporation of the Lone Star State, a Delaware corporation.

4. That the amendment to the Certificate of Incorporation of Chancellor Media Corporation of the Lone Star State that shall be effected by the merger is to change the name of the corporation to AMFM Radio Group, Inc., by amendment to Article FIRST of such Certificate of Incorporation so that it reads in its entirety as follows:

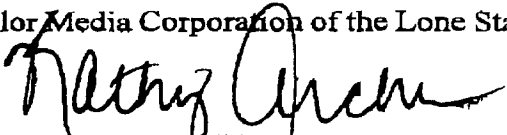
"FIRST: The name of the Corporation (hereinafter sometimes referred to as the "Corporation") is AMFM Radio Group, Inc."

5. The executed Agreement and Plan of Merger is on file at the principal place of business of Chancellor Media Corporation of the Lone Star State, the address of which is One American Center, Suite 1400, 600 Congress Avenue, Austin, Texas 78701.

6. That a copy of the Agreement and Plan of Merger will be furnished by Chancellor Media Corporation of the Lone Star State, on request and without cost, to any stockholder of any constituent entity.

IN WITNESS WHEREOF, Chancellor Media Corporation of the Lone Star State has caused this Certificate to be signed by Kathy Archer, its Senior Vice President, this 14th day of January, 2000.

Chancellor Media Corporation of the Lone Star State

By: 
Kathy Archer, Senior Vice President