

08-22-2001

Form PTO-1594  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

101819288

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 *08/16/01*  
of Massachusetts  
 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 Massachusetts, Inc.  
Internal  
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)  
B. Trademark Registration No.(s)  
2,326,619  
2,338,301  
Additional number(s) attached  Yes  No

6. Total number of applications and registrations involved: 2

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

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*      8-13-01  
Name of Person Signing      Signature      Date  
Total number of pages including cover sheet, attachments, and document: 3

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

08/22/2001 6TON11 00000055 2326619  
01 FC:481 40.00 OP  
02 FC:482 25.00 OP

TRADEMARK  
REEL: 002351 FRAME: 0969

**CERTIFICATE OF AMENDMENT**  
**TO**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**CHANCELLOR MEDIA CORPORATION OF MASSACHUSETTS**

Under Section 242 of the Delaware General Corporation Law

The undersigned, being the Senior Vice President of Chancellor Media Corporation of Massachusetts, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Chancellor Media Corporation of Massachusetts.

2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware under the name Pyramid Communications of Massachusetts, Inc. on December 17, 1993, which name was changed to Evergreen Media Corporation of Massachusetts by filing with the Secretary of State of Delaware a Certificate of Amendment of the Certificate of Incorporation on January 17, 1996, which name was changed to Chancellor Media Corporation of Massachusetts by filing with the Secretary of State of Delaware a Certificate of Amendment to the Certificate of Incorporation on October 17, 1997. When a Certificate of Merger was filed with the Secretary of State of Delaware on July 31, 1998, merging Chancellor Media Corporation of Boston into Chancellor Media Corporation of Massachusetts, the name of the Corporation remained Chancellor Media Corporation of Massachusetts.

3. The Certificate of Incorporation of the Corporation is hereby amended to effect a change in Article FIRST thereof, relating to the name of the Corporation, and accordingly Article FIRST of the Certificate of Incorporation shall be amended in its entirety to read as follows:

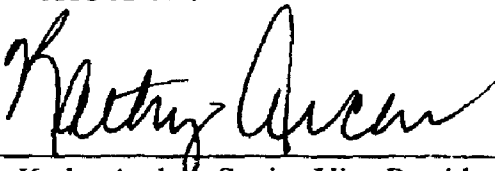
"FIRST: The name of the Corporation is AMFM Massachusetts, Inc. (the "Corporation")."

4. The Board of Directors of the Corporation, pursuant to Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, adopted resolutions approving the foregoing amendment and directed that the amendment be submitted to the sole stockholder of the Corporation for its consideration and approval.

5. The sole stockholder of the Corporation approved the amendment in accordance with Sections 228(a) and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the Senior Vice President of the Corporation, does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Amendment to Certificate of Incorporation this 14th day of January, 2000.

CHANCELLOR MEDIA CORPORATION OF  
MASSACHUSETTS

By:   
Kathy Archer, Senior Vice President

V&E 95676-1/CHA160.52000 wp

RECORDED: 08/16/2001

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