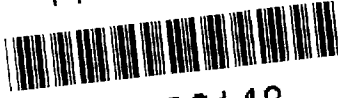


11-28-2001



101902148

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

RI

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): Marysville Radio, Inc. 11-14-01
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: EMI Sacramento Radio, Inc.
Internal Address:
Street Address: 2425 Olympic Boulevard Suite 6000 West
City: Santa Monica State: CA Zip: 90404
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State California
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 [X]
Security Agreement Change of Name
Other
Execution Date: December 19, 1995

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,070,252
1,466,610
Additional number(s) attached Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Thomas P. Arden
McBride Baker & Coles
Internal Address:
Street Address: 500 W. Madison St., 40th Fl.
City: Chicago State: IL Zip: 60661

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41): \$ 65.00
[X] Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 13-4005
(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.
Thomas P. Arden Thomas P. Arden 11/14/2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

11/27/2001 TDIAZ1 00000009 2070252

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

01 FC:481
02 FC:482

40.00 OP
25.00 OP

TRADEMARK
REEL: 002399 FRAME: 0753

A469935

FILED
in the office of the Secretary of State
of the State of California

DEC 19 1995

1833244 JUN
AGREEMENT OF MERGER

Bill Jones
CH. JONES, Secretary of State

THIS AGREEMENT OF MERGER, dated as of December 19, 1995, and between MARYSVILLE RADIO, INC. ("Marysville"), a California corporation, and ROSEVILLE RADIO, INC., ("Roseville"), a California corporation, with respect to the merger of Marysville with and into Roseville under the name of "EMI Sacramento Radio, Inc."

RECITALS

A. Marysville is a corporation duly organized, validly existing, and in good standing under the laws of the State of California.

B. Roseville is a corporation duly organized, validly existing, and in good standing under the laws of the State of California.

C. Roseville is to be the surviving corporation, as that term is defined in the General Corporation Law of California, to the merger described in this agreement.

D. The term "constituent corporation" shall mean either Marysville or Roseville.

AGREEMENT

1. Merger. Subject to the terms and conditions hereinafter set forth, Marysville shall be merged into Roseville under the laws of the State of California.

2. Negative Covenants. Between the date of this agreement and the date on which the merger shall become effective, neither constituent corporation shall:

- (a) Declare or pay any dividends to its shareholders.
- (b) Except in the normal course of business and for adequate value, dispose of any of its assets.

3. Further Assignments or Assurances. If at any time Roseville shall consider or be advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in Roseville the title to any property or rights of Marysville, or otherwise carry out the provisions hereof, the proper officers and directors of Marysville, as of the effective date of the merger, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in Roseville, and otherwise carry out the provisions hereof.

4. Basis of Converting Shares.

4.1 Basis.

(a) At the effective date of the merger, each share of the common stock of Marysville of no par value (other than shares held Marysville as treasury shares) shall be converted into one share of common stock of no par value of Roseville, and each share of the Series D Preferred Stock of Marysville of a par value of \$.01 shall be converted into one share of Series C Preferred Stock of a par value of \$.01 of Roseville.

(b) No fractional shares of the common stock of Roseville will be issued to the holders of the common stock of Marysville, but holders who would otherwise be entitled to receive a fraction of a share of the common stock of Roseville on the basis of the conversion provided for herein shall in lieu thereof receive a cash payment equal to the value of such fraction, based on the market value of the common stock of Marysville as of the effective date of the merger.

(c) Any shares of Marysville, common or preferred, held by Marysville in its treasury on the effective date of the merger shall be surrendered to Roseville for cancellation.

4.2 Exchange. Each holder of the shares of Marysville shall surrender its shares, properly endorsed, to Roseville or its agent, and shall thereupon receive in exchange therefor a certificate or certificates representing the number of shares of Roseville into which the shares of Marysville have been converted.

4.3 Shares of Survivor.

(a) The presently outstanding 3,000 shares of Series C Preferred Stock, each of no par value, of Roseville shall remain outstanding as Series C Preferred Stock, each of no par value, of Roseville.

(b) The presently outstanding 100,000 shares of common stock of Roseville, each of no par value, shall remain outstanding as common stock, each of no par value, of Roseville.

5. Directors. The present Board of Directors of Roseville shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until such time as their successors have been elected and qualified.

6. Articles of Incorporation.

6.1 Article I of the Restated Articles of Incorporation of Roseville is amended to read as follows:

The name of this corporation is EMI Sacramento Radio, Inc.

6.2 Article III of the Restated Articles of Incorporation of Roseville is amended to read as follows:

There shall be two (2) classes of stock, to be designated as Common Stock and Series C Preferred Stock. The total authorized number of shares of Common Stock is 200,000 shares with no par value. The total authorized number of shares of Series C Preferred Stock is 5,000 shares with par value of \$.01 per share. The corporation's board of directors shall be authorized to fix the rights, preferences, privileges and restrictions of the Series C Preferred Stock by resolution pursuant to California Corporations Code §401.

6.3 Except as amended in subsections 6.1 and 6.2 hereof, the Restated Articles of Incorporation of Roseville shall continue in full force as the articles of the surviving corporation until further amended as provided therein or as provided by law.

7. Bylaws. The bylaws of Roseville, as existing on the effective date of the merger, shall continue in full force as the bylaws of the surviving corporation until altered, amended, or repealed as provided therein or as provided by law.

8. Miscellaneous.

8.1 Notices. Any notice, request, demand, or other communication required or permitted hereunder shall be deemed to be properly given when deposited in the United States mail, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed:

(a) In the case of Marysville, to Luis G. Nogales, President, Marysville Radio, Inc., 1925 Century Park East, Suite 830, Los Angeles, CA 90067, or to such other person or address as Marysville may from time to time furnish to Roseville;

(b) In the case of Roseville, to Luis G. Nogales, President, Roseville Radio, Inc., 1925 Century Park East, Suite 830, Los Angeles, CA 90067, or to such other person or address as Roseville may from time to time furnish to Marysville.

8.2 Counterparts. This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

8.3 Controlling Law. The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of California.

Executed as of the day and year first herein written at San Francisco, California.

MARYSVILLE RADIO, INC.

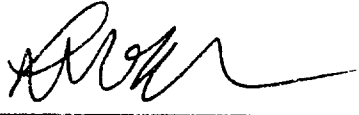
MARYSVILLE RADIO, INC.

By:



Ronald K. Clausen, Secretary

By:



Luis G. Nogales, President

ROSEVILLE RADIO, INC.

ROSEVILLE RADIO, INC.

By:



Ronald K. Clausen, Secretary

By:



Luis G. Nogales, President

OFFICERS' CERTIFICATE OF MERGER FOR
ROSEVILLE RADIO, INC.

Luis G. Nogales and Ronald K. Clausen certify that:

1. They are, and at all times herein mentioned, were the duly elected and qualified President and Secretary, respectively, of Roseville Radio, Inc., a corporation organized and existing under the laws of the State of California.

2. On August 15, 1995, the principal terms of the Agreement of Merger in the form attached hereto were approved by that corporation by a vote of a number of shares of each class which equaled or exceeded the vote required, under the General Corporation Law of California, for approval of the principal terms of the merger described in the attached agreement by the outstanding shares of each class of said corporation.

3. The total number of outstanding shares of each class of said corporation entitled to vote on the merger was and is:

100,000 shares of Common Stock
3,000 shares of Series C Preferred Stock

4. Each class of shares of said corporation entitled to vote on the merger agreement, the percentage vote required by each class, and the number and percentage of affirmative votes cast by each class is as follows:

Class	Percentage Votes Required	Affirmative Votes Cast	Percentage Vote Obtained
Common	majority	100,000	100%
Series C Preferred	66 2/3%	3,000	100%

We declare under penalty of perjury that the foregoing matters stated in this certificate are true of our knowledge. Executed at San Francisco, California on December 19, 1995.



Luis G. Nogales, President



Ronald K. Clausen, Secretary

OFFICERS' CERTIFICATE OF MERGER FOR
MARYSVILLE RADIO, INC.

Luis G. Nogales and Ronald K. Clausen certify that:

1. They are, and at all times herein mentioned, were the duly elected and qualified President and Secretary, respectively, of Marysville Radio, Inc., a corporation organized and existing under the laws of the State of California.

2. On August 15, 1995, the principal terms of the Agreement of Merger in the form attached hereto were approved by that corporation by a vote of a number of shares of each class which equaled or exceeded the vote required, under the General Corporation Law of California, for approval of the principal terms of the merger described in the attached agreement by the outstanding shares of each class of said corporation.

3. The total number of outstanding shares of each class of said corporation entitled to vote on the merger was and is:

100,000 shares of Common Stock
2,000 shares of Series D Preferred Stock

4. Each class of shares of said corporation entitled to vote on the merger agreement, the percentage vote required by each class, and the number and percentage of affirmative votes cast by each class is as follows:

Class	Percentage Votes Required	Affirmative Votes Cast	Percentage Vote Obtained
Common	majority	100,000	100%
Series D Preferred	66 2/3%	2,000	100%

We declare under penalty of perjury that the foregoing matters stated in this certificate are true to our knowledge. Executed at San Francisco, California on December 19, 1995.


Luis G. Nogales, President


Ronald K. Clausen, Secretary

