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

101940339

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

1. Name of conveying party(ies):
Capstar Communications
California, Inc.

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: CAPSTAR RADIO OPERATING COMPANY
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: 1/14/00

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,892,373

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: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 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 Nov. 1, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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01/09/2002 LMUELLER 00000140 1892373

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 DP

TRADEMARK
REEL: 002418 FRAME: 0925

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:

✓"CAPSTAR COMMUNICATIONS CALIFORNIA, INC.", A DELAWARE CORPORATION, ✓"CAPSTAR OPERATING CORPORATION", A DELAWARE CORPORATION, ✓"TRIATHLON BROADCASTING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "CAPSTAR RADIO OPERATING COMPANY" UNDER THE NAME OF "CAPSTAR RADIO OPERATING COMPANY", 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

2697760 8100M
001023015

AUTHENTICATION: 0201651
DATE: 01-14-00

CERTIFICATE OF MERGER MERGING

Each of the Corporations Listed on Exhibit A Attached Hereto

into

Capstar Radio Operating Company,

a Delaware corporation

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), Capstar Radio Operating Company, a corporation organized and existing under the laws of Delaware, does hereby certify:

1. That Capstar Radio Operating Company, a Delaware corporation, is the surviving corporation of a merger among Capstar Radio Operating Company 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 Capstar Radio Operating Company, a Delaware corporation.

4. That the Certificate of Incorporation of Capstar Radio Operating Company shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of Capstar Radio Operating Company, 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 Capstar Radio Operating Company, on request and without cost, to any stockholder of any constituent entity.

IN WITNESS WHEREOF, Capstar Radio Operating Company has caused this Certificate to be signed by Kathy Archer, its Senior Vice President, this 14th day of January, 2000.

Capstar Radio Operating Company

By:

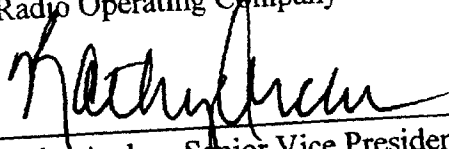

Kathy Archer, Senior Vice President

EXHIBIT A

MERGED CORPORATIONS

Name of Corporation	State of Incorporation
Capstar Communications California, Inc.	Delaware
Capstar Operating Corporation	Delaware
Triathlon Broadcasting Company	Delaware