



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

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

101940340

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):

Patterson Broadcasting, 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 Communications Internal California, Inc. 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: 12/31/98

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 Name of Person Signing

Signature

Nov 1, 2001 Date

16

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

1-3-02

40E

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Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"BECK-ROSS COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

"CAPSTAR AZ LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP,

"CAPSTAR BROADCASTING OF ARIZONA, INC.", A DELAWARE CORPORATION,

"CAPSTAR BROADCASTING OF CALIFORNIA, INC.", A DELAWARE CORPORATION,

"CAPSTAR BROADCASTING OF CONNECTICUT, INC.", A DELAWARE CORPORATION,

"CAPSTAR BROADCASTING OF CONNECTICUT LICENSEE, INC.", A DELAWARE CORPORATION,

"CAPSTAR BROADCASTING OF FLORIDA, INC.", A DELAWARE CORPORATION,

"CAPSTAR BROADCASTING OF HARTFORD, INC.", A DELAWARE CORPORATION,

"CAPSTAR BROADCASTING OF HARTFORD II, INC.", A DELAWARE CORPORATION,



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2290352 8100M

AUTHENTICATION: 1421411

DATE: 10-31-01

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"CAPSTAR BROADCASTING OF INDIANA, INC.", A DELAWARE CORPORATION,
"CAPSTAR BROADCASTING OF KANSAS, INC.", A DELAWARE CORPORATION,
"CAPSTAR BROADCASTING OF MASSACHUSETTS, INC.", A DELAWARE CORPORATION,
"CAPSTAR BROADCASTING OF MASSACHUSETTS LICENSEE INC.", A DELAWARE CORPORATION,
"CAPSTAR BROADCASTING OF NEW YORK, INC.", A DELAWARE CORPORATION,
"CAPSTAR BROADCASTING OF PENNSYLVANIA, INC.", A DELAWARE CORPORATION,
"CAPSTAR BROADCASTING OF RHODE ISLAND, INC.", A DELAWARE CORPORATION,
"CAPSTAR BROADCASTING OF SAN DIEGO LICENSEE, INC.", A DELAWARE CORPORATION,
"CAPSTAR BROADCASTING OF SOUTH CAROLINA, INC.", A DELAWARE CORPORATION,
"CAPSTAR BROADCASTING OF TEXAS (KTCK), INC.", A DELAWARE CORPORATION,



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"CAPSTAR BROADCASTING OF TEXAS (KTCK) LICENSEE, INC.", A
DELAWARE CORPORATION,

"CAPSTAR BROADCASTING OF VIRGINIA, INC.", A DELAWARE
CORPORATION,

"CAPSTAR BROADCASTING OF WISCONSIN, INC.", A DELAWARE
CORPORATION,

"CAPSTAR BX LIMITED PARTNERSHIP", A DELAWARE LIMITED
PARTNERSHIP,

"CAPSTAR FL LIMITED PARTNERSHIP", A DELAWARE LIMITED
PARTNERSHIP,

"CAPSTAR INDIANA LIMITED PARTNERSHIP", A DELAWARE LIMITED
PARTNERSHIP,

"CAPSTAR IN LIMITED PARTNERSHIP", A DELAWARE LIMITED
PARTNERSHIP,

"CAPSTAR KS LIMITED PARTNERSHIP", A DELAWARE LIMITED
PARTNERSHIP,

"CAPSTAR MS LIMITED PARTNERSHIP", A DELAWARE LIMITED
PARTNERSHIP,

"CAPSTAR NC LIMITED PARTNERSHIP", A DELAWARE LIMITED
PARTNERSHIP,



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"CAPSTAR OPERATING COMPANY OF MISSISSIPPI, INC.", A DELAWARE CORPORATION,

"CAPSTAR OPERATING COMPANY OF NORTH CAROLINA, INC.", A DELAWARE CORPORATION,

"CAPSTAR OPERATING COMPANY OF TENNESSEE, INC.", A DELAWARE CORPORATION,

"CAPSTAR OPERATING GP, INC.", A DELAWARE CORPORATION,

"CAPSTAR PERFORMANCE MARKETING, INC.", A DELAWARE CORPORATION,

"CAPSTAR RADIO NETWORK OF NORTH CAROLINA, INC.", A DELAWARE CORPORATION,

"CAPSTAR SC LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP,

"CAPSTAR TEXAS LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP,

"CAPSTAR TN LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP,

"CAPSTAR WI LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP,

"CBC HOLDINGS, INC.", A DELAWARE CORPORATION,



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"CBC PA LIMITED PARTNERSHIP", A DELAWARE LIMITED
PARTNERSHIP,
"JUNE BROADCASTING, INC.", A DELAWARE CORPORATION,
"KJQY-FM LICENSEE, INC.", A DELAWARE CORPORATION,
"LIBERTY BROADCASTING GROUP INCORPORATED", A DELAWARE
CORPORATION,
"LIBERTY BROADCASTING, INCORPORATED", A DELAWARE
CORPORATION,
"MULTI-MARKET RADIO, INC.", A DELAWARE CORPORATION,
"MULTI-MARKET RADIO OF AUGUSTA, INC.", A DELAWARE
CORPORATION,
"MULTI-MARKET RADIO OF FAYETTEVILLE INC.", A DELAWARE
CORPORATION,
"MULTI-MARKET RADIO OF HARTFORD, INC.", A DELAWARE
CORPORATION,
"MULTI-MARKET RADIO OF MYRTLE BEACH, INC.", A DELAWARE
CORPORATION,
"MULTI-MARKET RADIO OF NORTHAMPTON, INC.", A DELAWARE
CORPORATION,
"PATTERSON ACQUISITION COMPANY, INC.", A DELAWARE



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CORPORATION,

"PATTERSON BATTLE CREEK BROADCASTING CORP.", A DELAWARE

CORPORATION,

"PATTERSON BATTLE CREEK LICENSEE CORP.", A DELAWARE

CORPORATION,

"PATTERSON BROADCASTING, INC.", A DELAWARE CORPORATION,

"PATTERSON FRESNO BROADCASTING CORP.", A DELAWARE

CORPORATION,

"PATTERSON FRESNO LICENSEE CORP.", A DELAWARE CORPORATION,

"PATTERSON GRAND RAPIDS BROADCASTING CORP.", A DELAWARE

CORPORATION,

"PATTERSON GRAND RAPIDS LICENSEE CORP.", A DELAWARE

CORPORATION,

"PATTERSON HARRISBURG LICENSEE CORP.", A DELAWARE

CORPORATION,

"PATTERSON HONOLULU BROADCASTING CORP.", A DELAWARE

CORPORATION,

"PATTERSON HONOLULU LICENSEE CORP.", A DELAWARE CORPORATION,

"PATTERSON PENSACOLA LICENSEE CORP.", A DELAWARE

CORPORATION,



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"PATTERSON RENO BROADCASTING CORP.", A DELAWARE CORPORATION,
"PATTERSON RENO LICENSEE CORP.", A DELAWARE CORPORATION,
"PATTERSON SAVANNAH BROADCASTING CORP.", A DELAWARE
CORPORATION,
"PATTERSON SAVANNAH LICENSEE CORP.", A DELAWARE CORPORATION,
"PATTERSON SPRINGFIELD BROADCASTING CORP.", A DELAWARE
CORPORATION,
"PATTERSON SPRINGFIELD LICENSEE CORP.", A DELAWARE
CORPORATION,
"SOUTHERN STARR BROADCASTING GROUP, INC.", A DELAWARE
CORPORATION,
"SOUTHERN STARR COMMUNICATIONS, INC.", A DELAWARE
CORPORATION,
"SOUTHERN STARR LIMITED PARTNERSHIP", A DELAWARE LIMITED
PARTNERSHIP,
"SOUTHERN STARR MANAGEMENT, INC.", A DELAWARE CORPORATION,
"WBLI-FM, INC.", A DELAWARE CORPORATION,
"WHCN-FM, INC.", A DELAWARE CORPORATION,
"WSNE-FM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CAPSTAR COMMUNICATIONS CALIFORNIA, INC."



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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UNDER THE NAME OF "CAPSTAR COMMUNICATIONS CALIFORNIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2290352 8100M

010548121

AUTHENTICATION: 1421411

DATE: 10-31-01

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CERTIFICATE OF MERGER MERGING

Each of the Entities Listed on Exhibit A Attached Hereto

into

Capstar Communications California, Inc.,
a Delaware corporation

Pursuant to the provisions of Sections 251 and 263 of the Delaware General Corporation Law (the "DGCL") and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act ("DRULPA"), Capstar Communications California, Inc., a corporation organized and existing under the laws of Delaware, does hereby certify:

1. That Capstar Communications California, Inc., a Delaware corporation, is the surviving corporation of a Merger among Capstar Communications California, Inc. and each of the entities (collectively, the "Merged Entities") listed on Exhibit A attached hereto and incorporated herein by reference, all of which were organized 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 Sections 251 and 263 of the DGCL and Section 17-211 of DRULPA, as the case may be.

3. That the name of the surviving corporation is Capstar Communications California, Inc., a Delaware corporation.

4. That the Certificate of Incorporation of Capstar Communications California, Inc., the surviving entity, 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 Communications California, Inc., 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 the surviving corporation, on request and without cost, to any stockholder or partner, as the case may be, of any constituent entity.

7. This Certificate of Merger and the Merger shall become effective on December 31, 1998.

IN WITNESS WHEREOF, Capstar Communications California, Inc. has caused this Certificate to be signed by Kathy Archer, its Vice President this 22nd day of December, 1998.

Capstar Communications California, Inc.

By: 

Name: Kathy Archer

Title: Vice President

EXHIBIT A**MERGED ENTITIES**

Name of Entity	Type of Entity	State of Organization¹	Authorized Capital Stock
Beck-Ross Communications, Inc.	C ²	Delaware	n/a
Capstar Broadcasting of Arizona, Inc.	C	Delaware	n/a
Capstar Broadcasting of California, Inc.	C	Delaware	n/a
Capstar Broadcasting of Connecticut, Inc.	C	Delaware	n/a
Capstar Broadcasting of Connecticut Licensee, Inc.	C	Delaware	n/a
Capstar Broadcasting of Florida, Inc.	C	Delaware	n/a
Capstar Broadcasting of Hartford, Inc.	C	Delaware	n/a
Capstar Broadcasting of Hartford II, Inc.	C	Delaware	n/a
Capstar Broadcasting of Indiana, Inc.	C	Delaware	n/a
Capstar Broadcasting of Kansas, Inc.	C	Delaware	n/a
Capstar Broadcasting of Massachusetts, Inc.	C	Delaware	n/a
Capstar Broadcasting of Massachusetts Licensee Inc.	C	Delaware	n/a
Capstar Broadcasting of New York, Inc.	C	Delaware	n/a
Capstar Broadcasting of Pennsylvania, Inc.	C	Delaware	n/a
Capstar Broadcasting of Rhode Island, Inc.	C	Delaware	n/a
Capstar Broadcasting of San Diego Licensee, Inc.	C	Delaware	n/a
Capstar Broadcasting of South Carolina, Inc.	C	Delaware	n/a

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EXHIBIT A (continued)

Name of Entity	Type of Entity	State of Organization¹	Authorized Capital Stock¹
Capstar Broadcasting of Texas (KTCK), Inc.	C	Delaware	n/a
Capstar Broadcasting of Texas (KTCK) Licensee, Inc.	C	Delaware	n/a
Capstar Broadcasting of Virginia, Inc.	C	Delaware	n/a
Capstar Broadcasting of Wisconsin, Inc.	C	Delaware	n/a
Capstar Indiana Limited Partnership	LP ³	Delaware	n/a
Capstar Operating Company of Mississippi, Inc.	C	Delaware	n/a
Capstar Operating Company of North Carolina, Inc.	C	Delaware	n/a
Capstar Operating Company of Tennessee, Inc.	C	Delaware	n/a
Capstar Operating GP, Inc.	C	Delaware	n/a
Capstar Performance Marketing, Inc.	C	Delaware	n/a
Capstar Radio Network of North Carolina, Inc.	C	Delaware	n/a
Capstar AZ Limited Partnership	LP	Delaware	n/a
Capstar BX Limited Partnership	LP	Delaware	n/a
Capstar FL Limited Partnership	LP	Delaware	n/a
Capstar IN Limited Partnership	LP	Delaware	n/a
Capstar KS Limited Partnership	LP	Delaware	n/a
Capstar MS Limited Partnership	LP	Delaware	n/a
Capstar NC Limited Partnership	LP	Delaware	n/a
Capstar SC Limited Partnership	LP	Delaware	n/a

EXHIBIT A (continued)

Name of Entity	Type of Entity	State of Organization¹	Authorized Capital Stock
Capstar TN Limited Partnership	LP	Delaware	n/a
Capstar WI Limited Partnership	LP	Delaware	n/a
Capstar Texas Limited Partnership	LP	Delaware	n/a
CBC Holdings, Inc.	C	Delaware	n/a
CBC PA Limited Partnership	LP	Delaware	n/a
June Broadcasting, Inc.	C	Delaware	n/a
KJQY-FM Licensee, Inc.	C	Delaware	n/a
Liberty Broadcasting, Incorporated	C	Delaware	n/a
Liberty Broadcasting Group Incorporated	C	Delaware	n/a
Multi-Market Radio, Inc.	C	Delaware	n/a
Multi-Market Radio of Augusta, Inc.	C	Delaware	n/a
Multi-Market Radio of Fayetteville Inc.	C	Delaware	n/a
Multi-Market Radio of Hartford, Inc.	C	Delaware	n/a
Multi-Market Radio of Myrtle Beach, Inc.	C	Delaware	n/a
Multi-Market Radio of Northampton, Inc.	C	Delaware	n/a
Patterson Acquisition Company, Inc.	C	Delaware	n/a
Patterson Battle Creek Broadcasting Corp.	C	Delaware	n/a
Patterson Battle Creek Licensee Corp.	C	Delaware	n/a
Patterson Broadcasting, Inc.	C	Delaware	n/a
Patterson Fresno Broadcasting Corp.	C	Delaware	n/a

EXHIBIT A (continued)

Name of Entity	Type of Entity	State of Organization¹	Authorized Capital Stock
Patterson Fresno Licensee Corp.	C	Delaware	n/a
Patterson Grand Rapids Broadcasting Corp.	C	Delaware	n/a
Patterson Grand Rapids Licensee Corp.	C	Delaware	n/a
Patterson Harrisburg Licensee Corp.	C	Delaware	n/a
Patterson Honolulu Broadcasting Corp.	C	Delaware	n/a
Patterson Honolulu Licensee Corp.	C	Delaware	n/a
Patterson Pensacola Licensee Corp.	C	Delaware	n/a
Patterson Reno Broadcasting Corp.	C	Delaware	n/a
Patterson Reno Licensee Corp.	C	Delaware	n/a
Patterson Savannah Broadcasting Corp.	C	Delaware	n/a
Patterson Savannah Licensee Corp.	C	Delaware	n/a
Patterson Springfield Broadcasting Corp.	C	Delaware	n/a
Patterson Springfield Licensee Corp.	C	Delaware	n/a
Southern Starr Broadcasting Group, Inc.	C	Delaware	n/a
Southern Starr Communications, Inc.	C	Delaware	n/a
Southern Starr Limited Partnership	LP	Delaware	n/a
Southern Starr Management, Inc.	C	Delaware	n/a
WBLI-FM, Inc.	C	Delaware	n/a
WHCN-FM, Inc.	C	Delaware	n/a
WSNE-FM, Inc.	C	Delaware	n/a

EXHIBIT A (continued)

Endnote Explanations:

- ¹ State of incorporation, if a corporation; or state of formation, if a limited partnership.
- ² Corporation
- ³ Limited Partnership
- n/a Not required, since the entity was incorporated under the laws of Delaware or is not a corporation