

01-14-2002



FORM PTO-1594

(Rev. 6-93)

01-9.2

101945328

SHEET

U.S. DEPARTMENT OF COMMERCE

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):

Radio One, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation-State District Of Columbia

Other

Additional name(s) of conveying party(ies) attached? Yes

No

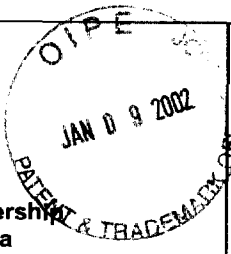
3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other

Execution Date: August 26, 1996



2. Name and address of receiving party(ies):

Name: Radio One, Inc.

Internal Address:

Street Address: 5900 Princess Garden Parkway, 8th Floor

City: Lanham State: MD ZIP 20706

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

(Designation must be a separate document from Assignment).

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Trademark Registration No.(s)

1,946,654

Additional numbers attached? Yes No

. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mary G. Manley, Esq.

Internal Address: Cooley Godward LLP

Street Address: One Freedom Square

Reston Town Center

11951 Freedom Drive

City: Reston State: VA ZIP 20190-5601

6. Total number of applications and registration involved: 1

7. Total fee (37 CFR 3.41): \$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

Mary G. Manley
Mary G. Manley

1/09/2002
Date

Total number of pages including cover sheet, attachments, and document: 4

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

01/11/2002 LNUELLER 00000130 1946654

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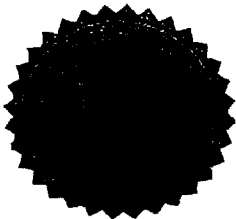
Delaware

PAGE 1

The First State

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:

"RADIO ONE, INC.", A DISTRICT OF COLUMBIA CORPORATION, WITH AND INTO "RADIO ONE, INC." UNDER THE NAME OF "RADIO ONE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 1996, AT 9 O'CLOCK A.M.



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020007314

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1541160

DATE: 01-04-02

01/04/2002 FRI 16:17 [TX/RX NO 8319] 002

TRADEMARK
REEL: 002420 FRAME: 0602

STATE OF DELAWARE
SECRETARY OF STATE
ALICE J. JOHNSON
CORPORATIONS
FILED 09:00 AM 08/27/1996
960250087 - 2643857

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NCR PH# 734-1450

FAX NO. 3027341476

P. 02

**CERTIFICATE OF MERGER
MERGING
RADIO ONE, INC.,
(A CORPORATION OF THE DISTRICT OF COLUMBIA)
INTO
RADIO ONE, INC.,
(A CORPORATION OF THE STATE OF DELAWARE)**

Radio One, Inc. ("Radio One-DE"), a corporation organized and existing under the laws of the State of Delaware, acting pursuant to Section 252 of the Delaware General Corporation Law, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Radio One, Inc.	Delaware
Radio One, Inc.	District of Columbia

SECOND: That an agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Radio One, Inc., which shall be a corporation of the State of Delaware.

FOURTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of Radio One-DE. The address of the principal place of business of Radio One-DE is 4001 Nebraska Avenue, N.W., Washington, DC 20016.

FIFTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SIXTH: That the merger shall become effective for all purposes and in all respects as of August 23, 1996.

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SEVENTH: That the authorized capital stock of each constituent corporation which is not a Delaware corporation is as follows:

Radio One, Inc., a District of Columbia corporation, has an authorized capital stock of 2,000 shares of common stock, par value \$.01 per share and 100 shares of preferred stock, par value of \$9,490.00 per share.

IN WITNESS WHEREOF, Radio One-DB and Radio One, Inc. have caused this certificate to be signed by its respective President and attested by its Secretary, this 22nd day of August, 1996.

Attest: RADIO ONE, INC. A Delaware Corporation

Catherine L. Hughes, Secretary By: Alfred C. Liggins, President

Attest: RADIO ONE, INC. A District of Columbia Corporation

Catherine L. Hughes, Secretary By: Alfred C. Liggins, President