

03-01-2002

Form PTO-1594

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

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):

USA Digital Radio, Inc.

2.4.02

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware Corporation
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Nunc Pro Tunc Assignment
- Merger
- Change of Name

Execution Date: 8/21/2000

2. Name and address of receiving party(ies)

Name: iBiquity Digital Corporation

Internal Address: _____

Street Address: 8865 Stanford Boulevard

City: Columbia State: MD Zip: 21045

- 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

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

A. Trademark Application No.(s) 75/843,285;
75/733,717; 75/843,283 and 75/844,237

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Meredith M. Wilkes, Esq.

Internal Address: JONES, DAY, REAVIS & POGUE

Street Address: North Point

901 Lakeside Avenue

City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501432 (Ref. 708034-605002)

DO NOT USE THIS SPACE

9. Signature.

03/01/2002 GTOM11 00000016 501432 75843285

01 FC:481 40.00 CH
02 FC:482 75.00 CH

Meredith M. Wilkes
Name of Person Signing

Signature

January 16, 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 Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002451 FRAME: 0257

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"LUCENT DIGITAL RADIO, INC.", A DELAWARE CORPORATION,
WITH AND INTO "USA DIGITAL RADIO, INC." UNDER THE NAME OF
"IBIQUITY DIGITAL CORPORATION", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF AUGUST, A.D.
2000, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



2960685 8100M

001422670

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0630929

DATE: 08-21-00

TRADEMARK
REEL: 002451 FRAME: 0258

**CERTIFICATE OF MERGER
OF
LUCENT DIGITAL RADIO, INC.
INTO
USA DIGITAL RADIO, INC.**

The undersigned corporation, USA Digital Radio, Inc., organized and existing under and by virtue of the General Corporation Law of the State of Delaware, by its duly authorized officer, DOES HEREBY CERTIFY:

1. The name and state of incorporation of each of the constituent corporations of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Lucent Digital Radio, Inc.	Delaware
USA Digital Radio, Inc.	Delaware

2. An Agreement and Plan of Merger, dated as of July 12, 2000, by and between Lucent Digital Radio, Inc. and USA Digital Radio, Inc. (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation following the merger (the "Surviving Corporation") is USA Digital Radio, Inc., a Delaware corporation.

4. The certificate of incorporation of the Surviving Corporation is hereby amended to replace Article First and Article Fifth as set forth below:

FIRST: The name of the corporation is iBiquity Digital Corporation.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is 50,000,000 shares of Common Stock, par value \$0.01 per share, and 15,000,000 shares of Preferred Stock, par value \$0.01 per share.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, located at 8865 Stanford Boulevard, Suite 202, Columbia, Maryland 21045.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. This Certificate of Merger shall be effective as of August 21, 2000.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed as of the 21 day of August, 2000.

USA DIGITAL RADIO, INC.

By: 
Robert J. Struble
President and Chief Executive Officer

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