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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):
CHANCELLOR MEDIA OF THE LONE STAR STATE

6-6-02

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

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

2. Name and address of receiving party(ies)
Name: AMFM RADIO GROUP, INC.
Internal Address: _____
Address: _____
Street Address: 200 East Basse Road
City: San Antonio State: TX 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: January 14, 2000

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

A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1697212

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 Street
Suite 1800
 City: San Antonio State: TX 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

DO NOT USE THIS SPACE

9. Signature.

Pamela B. Huff Pamela B. Huff 5/24/02
 Name of Person Signing Signature Date

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

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

06/11/2002 TDIAZ1 00000056 1697212
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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:

"CHANCELLOR MEDIA CORPORATION OF ST. LOUIS", A DELAWARE CORPORATION,

"CHANCELLOR MEDIA CORPORATION OF WASHINGTON, D.C.", A DELAWARE CORPORATION,

"KZPS/KDGE LICENSE CORP.", A DELAWARE CORPORATION,

WITH AND INTO "CHANCELLOR MEDIA CORPORATION OF THE LONE STAR STATE" UNDER THE NAME OF "AMFM RADIO GROUP, INC.", 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

2164535 8100M

001022774

AUTHENTICATION:

0201250

DATE:

01-14-00

CERTIFICATE OF MERGER MERGING

Each of the Corporations Listed on Exhibit A Attached Hereto

into

Chancellor Media Corporation of the Lone Star State,

a Delaware corporation

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), Chancellor Media Corporation of the Lone Star State, a corporation organized and existing under the laws of Delaware, does hereby certify:

1. That Chancellor Media Corporation of the Lone Star State, a Delaware corporation, is the surviving corporation of a merger among Chancellor Media Corporation of the Lone Star State 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 Chancellor Media Corporation of the Lone Star State, a Delaware corporation.

4. That the amendment to the Certificate of Incorporation of Chancellor Media Corporation of the Lone Star State that shall be effected by the merger is to change the name of the corporation to AMFM Radio Group, Inc., by amendment to Article FIRST of such Certificate of Incorporation so that it reads in its entirety as follows:

"FIRST: The name of the Corporation (hereinafter sometimes referred to as the "Corporation") is AMFM Radio Group, Inc."

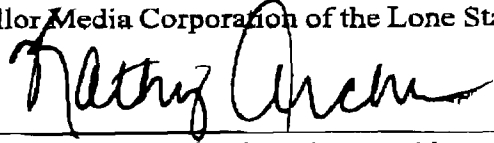
5. The executed Agreement and Plan of Merger is on file at the principal place of business of Chancellor Media Corporation of the Lone Star State, the address of which is One American Center, Suite 1400, 600 Congress Avenue, Austin, Texas 78701.

6. That a copy of the Agreement and Plan of Merger will be furnished by Chancellor Media Corporation of the Lone Star State, on request and without cost, to any stockholder of any constituent entity.

IN WITNESS WHEREOF, Chancellor Media Corporation of the Lone Star State has caused this Certificate to be signed by Kathy Archer, its Senior Vice President, this 14th day of January, 2000.

Chancellor Media Corporation of the Lone Star State

By:



Kathy Archer, Senior Vice President

EXHIBIT A
MERGED CORPORATIONS

Name of Corporation	State of Incorporation
Chancellor Media Corporation of St. Louis	Delaware
Chancellor Media Corporation of Washington, D.C.	Delaware
KZPS/KDGE License Corp.	Delaware

Austin:98536.2

07/17/01 TUE 09:18 [TX/RX NO 9059]

RECORDED: 06/06/2002

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