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06-06-2002 U.S. Patent & TMOs/TM Mail Rpt Dt. #25

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

1. Name of conveying party(ies): IBC Merger Corp. 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: Infinity Broadcasting Corporation
Internal Address:
Street Address: 40 West 57th Street
City: New York State: NY Zip: 10019
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: February 21, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1940139
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Rebecca Borden
Internal Address:
Street Address: 1515 Broadway, 51st Floor
City: New York State: NY Zip: 10036

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: 231325

DO NOT USE THIS SPACE

9. Signature.
Rebecca Borden Name of Person Signing
Signature
June 5, 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

06/11/2002 BTGN11 00000098 231325 1940139
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TRADEMARK REEL: 002526 FRAME: 0203

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:

"INFINITY BROADCASTING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "IBC MERGER CORP." UNDER THE NAME OF "INFINITY BROADCASTING 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 FEBRUARY, A.D. 2001, AT 11 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0982106

DATE: 02-21-01

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CERTIFICATE OF MERGER

merging

INFINITY BROADCASTING CORPORATION

into

IBC MERGER CORP.

(Pursuant to Section 251 of the Delaware General Corporation Law)

The undersigned Delaware corporation does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger (the "Merger") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Infinity Broadcasting Corporation	Delaware
IBC Merger Corp.	Delaware

SECOND: An Agreement and Plan of Merger among Viacom Inc., IBC Merger Corp. and Infinity Broadcasting Corporation dated as of October 30, 2000 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: IBC Merger Corp. shall be the surviving corporation of the Merger. The name of the surviving corporation shall be Infinity Broadcasting Corporation as of the effective time of the Merger.


FOURTH: The certificate of incorporation of the surviving corporation, IBC Merger Corp., with such amendments as are effected by the Merger, is attached to this Certificate of Merger as Exhibit A, and, as so amended, shall constitute the Certificate of Incorporation, as amended, of the surviving corporation.

FIFTH: The executed Merger Agreement is on file at an office of the surviving corporation. The address of the principal place of business of the surviving corporation is 1515 Broadway, New York, NY 10036.

SIXTH: 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.

IN WITNESS WHEREOF, IBC Merger Corp. has caused this Certificate of Merger to be executed by its duly authorized officer this 21st day of February 2001.

IBC MERGER CORP.

By: 
Name: Michael D. Fricklas
Title: Executive Vice President,
General Counsel and Secretary

CERTIFICATE OF EXPRESS MAIL
EXPRESS LABEL MAIL NO. EL 705959685 US

I hereby certify that this document is being deposited with the United States Postal Service by Express Mail, postage pre-paid, addressed to the Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202, this ^{5th} day of June 2002.

Karin Morse

(Typed name of person mailing paper)



(Signature of person mailing paper)