

07-09-2002



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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. 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): Atlantic Star Communications, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, 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: December 31, 1998

2. Name and address of receiving party(ies)

Name: Capstar Operating Corporation

Internal Address:

Street Address: 200 East Basse Road

City: San Antonio State: TX Zip: 78209

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, 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)

B. Trademark Registration No.(s) 2287477 and 2292331

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 Street

Suite 1800

City: San Antonio State: TX Zip: 78205

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

03/3483

07/08/2002 DBYRNE 00000223 2287477

DO NOT USE THIS SPACE

9. Signature.

40.00 OP 25.00 OP

Pamela B. Huff Name of Person Signing

Signature

June 28, 2002 Date

Total number of pages including cover sheet, attachments, and document: 6

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

OFFICE OF PATENT RECORDS 7002 JUL -5 AM 10:57 FINANCE SECTION

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:

"AMERON BROADCASTING CORPORATION", A DELAWARE CORPORATION,
"ASHEVILLE BROADCASTING CORP.", A DELAWARE CORPORATION,
"ATLANTIC CITY BROADCASTING CORP.", A DELAWARE CORPORATION,
"ATLANTIC STAR COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

"BEATRICE BROADCASTING CORP.", A DELAWARE CORPORATION,
"BREADBASKET BROADCASTING CORPORATION", A DELAWARE CORPORATION,

"CAPSTAR EMPLOYEE MANAGEMENT COMPANY, INC.", A DELAWARE CORPORATION,

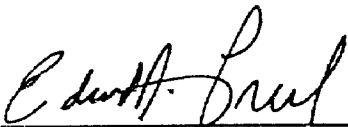
"CENTRAL STAR COMMUNICATIONS, INC.", A DELAWARE CORPORATION,
"COMMODORE MEDIA OF FLORIDA, INC.", A DELAWARE CORPORATION,
"COMMODORE MEDIA OF KENTUCKY, INC.", A DELAWARE CORPORATION,
"COMMODORE MEDIA OF NORWALK, INC.", A DELAWARE CORPORATION,
"COMMODORE MEDIA OF PENNSYLVANIA, INC.", A DELAWARE CORPORATION,

"COMMODORE MEDIA OF WESTCHESTER, INC.", A DELAWARE CORPORATION,



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9495138

DATE: 12-30-98

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Office of the Secretary of State

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CORPORATION,

"CORKSCREW BROADCASTING CORPORATION", A DELAWARE

CORPORATION,

"CURREY BROADCASTING CORPORATION", A DELAWARE CORPORATION,

"DAYTONA BEACH BROADCASTING CORP.", A DELAWARE CORPORATION,

"GCBR, INC.", A DELAWARE CORPORATION,

"GCBR, L.P.", A DELAWARE LIMITED PARTNERSHIP,

"GULFSTAR COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS ARKANSAS, INC.", A DELAWARE
CORPORATION,

"GULFSTAR COMMUNICATIONS BATON ROUGE, INC.", A DELAWARE
CORPORATION,

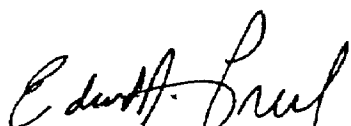
"GULFSTAR COMMUNICATIONS BEAUMONT, INC.", A DELAWARE
CORPORATION,

"GULFSTAR COMMUNICATIONS CORPUS CHRISTI, INC.", A DELAWARE
CORPORATION,

"GULFSTAR COMMUNICATIONS HOLDINGS, INC.", A DELAWARE
CORPORATION,

"GULFSTAR COMMUNICATIONS KILLEEN, INC.", A DELAWARE
CORPORATION,




Edward J. Freel, Secretary of State

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"GULFSTAR COMMUNICATIONS KILLEEN LICENSEE, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS LUBBOCK, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS LUBBOCK LICENSEE, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS LUFKIN, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS MANAGEMENT, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS NEW MEXICO, INC.", A DELAWARE CORPORATION,

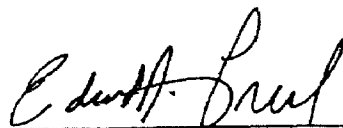
"GULFSTAR COMMUNICATIONS OKLAHOMA, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS PORT ARTHUR, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS TEXARKANA, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS TYLER, INC.", A DELAWARE CORPORATION,




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"GULFSTAR COMMUNICATIONS VICTORIA, INC.", A DELAWARE CORPORATION,
"GULFSTAR COMMUNICATIONS WACO, INC.", A DELAWARE CORPORATION,
"HOUNDSTOOTH BROADCASTING CORPORATION", A DELAWARE CORPORATION,
"LADNER COMMUNICATIONS HOLDING CORP.", A DELAWARE CORPORATION,
"MOUNTAIN RADIO CORPORATION", A DELAWARE CORPORATION,
"NELSON BROADCASTING CORPORATION", A DELAWARE CORPORATION,
"O.C.C., INC.", A DELAWARE CORPORATION,
"ORANGE COMMUNICATIONS, INC.", A DELAWARE CORPORATION,
"OSBORN SOUND & COMMUNICATIONS CORP.", A DELAWARE CORPORATION,
"PACIFIC STAR COMMUNICATIONS, INC.", A DELAWARE CORPORATION,
"POINT MADISON ACQUISITION COMPANY, INC.", A DELAWARE CORPORATION,
"RAINBOW BROADCASTING CORPORATION", A DELAWARE CORPORATION,
"RKZ TELEVISION, INC.", A DELAWARE CORPORATION,
"SEA STAR COMMUNICATIONS, INC.", A DELAWARE CORPORATION,



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

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"SHORT BROADCASTING CORPORATION", A DELAWARE CORPORATION,
"SNG HOLDINGS, INC.", A DELAWARE CORPORATION,
"SONANCE WACO LICENSE SUBSIDIARY, INC.", A DELAWARE
CORPORATION,
"SONANCE WACO OPERATING COMPANY, INC.", A DELAWARE
CORPORATION,
"SOUTHEAST RADIO HOLDING CORP.", A DELAWARE CORPORATION,
"WNOK ACQUISITION COMPANY, INC.", A DELAWARE CORPORATION,
"YELLOW BRICK RADIO CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "CAPSTAR OPERATING CORPORATION" UNDER THE NAME
OF "CAPSTAR OPERATING CORPORATION", 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.

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

AUTHENTICATION:

DATE: 9495138

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RECORDED: 07/05/2002

12-30-98
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