

08-12-2002

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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):

Radio Unica Corp.

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

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

2. Name and address of receiving party(ies)

Name: Radio Unica Corp.

Internal Address: Suite 101

JUN

Street Address: 8400 N.W. 52nd Street

City: Miami State: FL Zip: 33166

- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 8/7/97

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2248025

Additional number(s) attached Yes No

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

Name: Robert H. G. Lockwood

Internal Address: Smith, Gambrell & Russell, LLP

Suite 3100, Promenade II

Street Address: 1230 Peachtree St., N.E.

City: Atlanta State: GA Zip: 30309-3592

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:

DO NOT USE THIS SPACE

9. Signature.

Robert H. G. Lockwood

Name of Person Signing

Signature

6/10/02

Date

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

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

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TRADEMARK
REEL: 2559 FRAME: 0763

CERTIFICATE OF MERGER

OF

**RADIO UNICA CORP.
(a Florida corporation)**

INTO

**RADIO UNICA CORP.
(a Delaware Corporation)**

The undersigned corporation

DOES HEREBY CERTIFY:

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

NAME:	STATE OF INCORPORATION
Radio Unica Corp.	Florida
Radio Unica Corp.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporation in accordance with the requirements of section 252 of the General Corporation law of Delaware.

THIRD: That the name of the surviving corporation of the merger is **RADIO UNICA CORP.**, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of **RADIO UNICA CORP.**, a Delaware corp which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal office of the corporation, which is 2 Alhambra Plaza, Suite 508, Coral Gables, FL 33134.

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

TRADEMARK

REEL: 2559 FRAME: 0764

SEVENTH: The authorized capital stock of each for foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value
Radio Unica Corp.	common	100,000	\$1.00

RADIO UNICA CORP.,
a Delaware Corporation

BY:


Chief Executive Officer
Joaquin Blaya

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF DADE

The foregoing Instrument was acknowledged before me this 7th day of August, 1997, by Josquin Blake, as Chief Executive Officer of RADIO UNICA CORP., a Delaware corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:

Signature



Printed Name

Adelaida Fernandez-Fraga

State of Florida at Large (Seal)
My Commission Expires:

