

Form PTO-1594
(Rev. 10-02)

RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

TRADEMARKS ONLY

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

1. Name of conveying party(ies):
EMI Sacramento Radio, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation-California
 Other

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

2. Name and address of receiving party(ies):
Name: Embarcadero Media, Inc.
Internal Address: _____
Street Address: 2425 Olympic Blvd., Suite 6000 West
City: Santa Monica State: CA Zip: 90404

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation 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: August 1, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional numbers attached? Yes No

B. Trademark Registration No.(s)
2,070,252

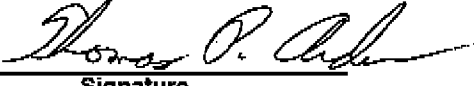
5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Thomas P. Arden
Internal Address: _____
Street Address: Holland & Knight LLC
131 S. Dearborn St. 30th Floor
City: Chicago State: IL ZIP: 60603

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-0045

DO NOT USE THIS SPACE

9. Signature.
Thomas P. Arden  September 22, 2003
Name of Person Signing Signature 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 Patents and Trademarks, Box Assignments
Washington, D.C. 20231

CH \$40.00 130045 2070252

Delaware

The First State

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PAGE 1
ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AUG 20 2002

BILL JONES, Secretary of State

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 OWNERSHIP, WHICH MERGES:

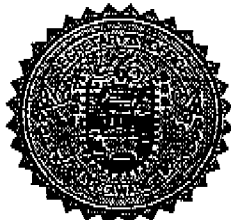
"EMI LOS ANGELES RADIO, INC.", A CALIFORNIA CORPORATION,

"EMI SACRAMENTO RADIO, INC.", A CALIFORNIA CORPORATION,

"RIVERSIDE RADIO, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "EMBARCADERO MEDIA, INC." UNDER THE NAME OF "EMBARCADERO MEDIA, 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 AUGUST, A.D. 2002, AT 9 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: 1939468

2148813 8100M

020513670

TRADEMARK
DATE: 08-16-02
REEL: 002720 FRAME: 0243

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/14/2002
020513670 - 2148813

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
RIVERSIDE RADIO, INC.
EMI SACRAMENTO RADIO, INC.
EMI LOS ANGELES RADIO, INC.
INTO
EMBARCADERO MEDIA, INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Embarcadero Media, Inc., a corporation incorporated on the 8th day of January, 1988, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation");

DOES HEREBY CERTIFY that the Corporation lawfully owns 100% of the capital stock of each of: (i) Riverside Radio, Inc., a corporation incorporated on the 28th day of June, 1993, pursuant to the provisions of the General Corporation Law of the State of California; (ii) EMI Sacramento Radio, Inc., a corporation incorporated on the 25th day of March, 1994, pursuant to the provisions of the General Corporation Law of the State of California; and (iii) EMI Los Angeles Radio, Inc., a corporation incorporated on the 4th day of May, 1994, pursuant to the provisions of the General Corporation Law of the State of California, and that the Corporation, by resolution of its Board of Directors duly adopted by Unanimous Written Consent effective as of the 1st day of July, 2002, determined to and did merge into itself each of said Riverside Radio, Inc., EMI Sacramento Radio, Inc. and EMI Los Angeles Radio, Inc., which resolution is in the following words to wit:

"WHEREAS, Riverside Radio, Inc., a California corporation ("Riverside Radio"), is a wholly-owned subsidiary of the Corporation; and

"WHEREAS, EMI Sacramento Radio, Inc., a California corporation ("EMI Sacramento"), is a wholly-owned subsidiary of the Corporation; and

"WHEREAS, EMI Los Angeles Radio, Inc., a California corporation ("EMI Los Angeles"), is a wholly-owned subsidiary of the Corporation; and

"WHEREAS, in the furtherance of its purpose and objectives, the Board has determined that it is in the best interests of the Corporation to merge each of Riverside Radio, EMI Sacramento and EMI Los Angeles into the Corporation; and

"WHEREAS, in compliance with Section 253 of Delaware General Corporation Law, the officers of the Corporation have caused to be prepared a Certificate of Ownership and Merger (the "Certificate").

"1. Merger.

"RESOLVED, that the Board hereby authorizes and approves the merger of each of Riverside Radio, EMI Sacramento and EMI Los Angeles into the Corporation and the assumption by the Corporation of all of the liabilities and obligations of each of Riverside Radio, EMI Sacramento and EMI Los Angeles, as provided by Section 253 of Delaware General Corporation Law and Section 1110 of the California Corporations Code.

"RESOLVED FURTHER, that the Chairman of the Board, the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation, each with full power to act alone, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to execute, acknowledge and deliver the Merger Agreement in accordance with Section 103 of Delaware General Corporation Law and Section 1102 of the California Corporations Code, in substantially the form attached hereto as Exhibit "A", and with such additional terms and changes as such officers executing the same on behalf of the Corporation shall, with the advice of counsel, approve, with the execution thereof by such officer to be conclusive evidence of such approval.

"RESOLVED FURTHER, that the President and the Secretary of the Corporation, each with the full power to act alone, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to execute, acknowledge and deliver, and to file or cause to be filed with the Delaware Secretary of State the Certificate in accordance with Sections 103 and 253 of Delaware General Corporation Law and Sections 1102 and 1108 of the California Corporations Code, in substantially the form attached hereto as Exhibit "B", and with such additional terms and changes as such officers executing the same on behalf of the Corporation shall, with the advice of counsel, approve, with the execution thereof by such officer to be conclusive evidence of such approval; and thereafter to file or cause to be filed in the office of the Recorder of Deeds of New Castle County a certified copy of the Certificate.

"RESOLVED FURTHER, that the officers of the Corporation, each with the full power to act alone, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to file or cause to be filed with the California Secretary of State a copy of the file stamped Certificate as certified by the Delaware Secretary of State.

"2. Further Acts; Ratification.

"RESOLVED, that the officers of the Corporation, each with the full power to act alone, be, and each of them hereby is, authorized, directed and empowered to take all such further

action and to execute, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and deliver all such further documents, certificates and instruments, to comply with any and all applicable federal and Delaware or California state laws, and to pay all such fees, taxes and other expenses as in their judgment shall be deemed necessary, proper or advisable in effecting the intent and purpose of the foregoing resolutions.

"RESOLVED FURTHER, that all such lawful acts heretofore taken by the officers of the Corporation, in preparing or causing to be prepared, signing or causing to be signed each of the Merger Agreement and the Certificate, and/or any other documents, certificates and instruments, required in connection with any of the foregoing, and all such other lawful acts and things as the officers may have deemed necessary, proper or advisable in effecting the intent and purpose of the foregoing resolutions, are hereby ratified, approved and confirmed in all respects as the acts of the Corporation."

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Philip C. Wilkinson and Paul A. Zevnik, the President and Secretary, respectively, of the Corporation, this 1st day of August, 2002.

EMBARCADERO MEDIA, INC.

By: Philip C. Wilkinson
Philip C. Wilkinson
Its: President

By: Paul A. Zevnik
Paul A. Zevnik
Its: Secretary

