

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                       |                    |
|----------------------------------|--|-----------------------|--------------------|
| <b>SUBMISSION TYPE:</b>          | NEW ASSIGNMENT   |                       |                    |
| <b>NATURE OF CONVEYANCE:</b>     | MERGER   |                       |                    |
| <b>CONVEYING PARTY DATA</b>      |  |                       |                    |
| <b>Name</b>                      | <b>Formerly</b>  | <b>Execution Date</b> | <b>Entity Type</b> |
| Tichenor Media System, Inc.      |  | 04/14/1999            | CORPORATION: TEXAS |
| <b>RECEIVING PARTY DATA</b>      |  |                       |                    |
| <b>Name:</b>                     | Tichenor Media System, Inc.  |                       |                    |
| <b>Street Address:</b>           | 3102 Oak Lawn Ave., Ste. 215   |                       |                    |
| <b>City:</b>                     | Dallas   |                       |                    |
| <b>State/Country:</b>            | TEXAS  |                       |                    |
| <b>Postal Code:</b>              | 75219  |                       |                    |
| <b>Entity Type:</b>              | CORPORATION: DELAWARE  |                       |                    |
| <b>PROPERTY NUMBERS Total: 1</b> |  |                       |                    |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>      |                    |
| Registration Number:             | 2080405  | TEJANO 107 FM         |                    |
| <b>CORRESPONDENCE DATA</b>       |  |                       |                    |
| <b>Fax Number:</b>               | (214)760-3003  |                       |                    |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                    |
| <b>Phone:</b>                    | 214-760-3030   |                       |                    |
| <b>Email:</b>                    | nlovell@CarrIP.com   |                       |                    |
| <b>Correspondent Name:</b>       | Gregory W. Carr  |                       |                    |
| <b>Address Line 1:</b>           | 670 Founders Square, 900 Jackson Street  |                       |                    |
| <b>Address Line 4:</b>           | Dallas, TEXAS 75202  |                       |                    |
| <b>ATTORNEY DOCKET NUMBER:</b>   | HBC390000  |                       |                    |
| <b>NAME OF SUBMITTER:</b>        | Gregory W. Carr  |                       |                    |
| <b>Total Attachments: 2</b>      |  |                       |                    |
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**CH \$40.00 2080405**

**CERTIFICATE OF MERGER  
OF  
DOMESTIC AND FOREIGN CORPORATIONS**

Pursuant to the provisions of Section 252(c) of the Delaware General Corporation Law, Tichenor Media System, Inc., a Texas corporation ("TMS-Texas"), hereby delivers to the Secretary of State of Delaware the following Certificate of Merger:

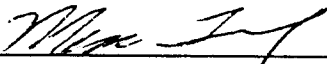
1. The names of the constituent corporations in the merger and the states under the laws of which they are respectively organized are:

| <u>Name of Corporation</u>  | <u>State of Incorporation</u> |
|-----------------------------|-------------------------------|
| Tichenor Media System, Inc. | Delaware ("TMS-Delaware")     |
| Tichenor Media System, Inc. | Texas                         |

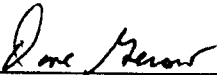
2. The laws of the States of Texas and Delaware permit such merger.
3. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the Delaware General Corporation Law.
4. TMS-Texas will merge with and into TMS-Delaware (the "Merger"), and TMS-Delaware shall be the corporation surviving the merger and shall continue its corporate existence under the laws of the State of Delaware. The Certificate of Incorporation of TMS-Delaware shall be the surviving corporation's Certificate of Incorporation.
5. A copy of the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 3102 Oak Lawn Avenue, Suite 215, Dallas, Texas 75219. A copy of the Agreement and Plan of Merger will be furnished by TMS-Delaware, as the surviving corporation, on request and without cost, to any stockholder of any of the constituent corporations.
6. The authorized capital stock of TMS-Texas ("Parent") consists of 9,897,000 shares of Common Stock, \$1.00 par value ("Parent Common Stock"), 100,000 shares of Junior Preferred Stock, \$10.00 par value ("Parent Junior Preferred Stock"), and 3,000 shares of Senior Preferred Stock, \$1,000.00 par value ("Parent Senior Preferred Stock"); of which 1,000 shares of Parent Common Stock, no shares of Parent Junior Preferred Stock, and no shares of Parent Senior Preferred Stock are issued and outstanding. Each outstanding share of Parent Common Stock will convert into one share of common stock of TMS-Delaware pursuant to the Merger.

IN WITNESS WHEREOF, the undersigned corporation has executed this Certificate of Merger as of the 14 day of April, 1999.

TICHENOR MEDIA SYSTEM, INC.  
a Delaware corporation

By:   
\_\_\_\_\_  
McHenry T. Tichenor, Jr.  
President

ATTEST:

  
\_\_\_\_\_  
Dave Gerow,  
Assistant Secretary

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