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

1. Name of conveying party(ies):

Infinity Radio of St. Louis License Inc.

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

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

3. Nature of conveyance:

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

Execution Date: March 29, 2002

2. Name and address of receiving party(ies)

Name: Infinity Radio Subsidiary Operations Inc.

Internal Address: _____

Street Address: 1515 Broadway

City: New York State: NY Zip: 10036

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Virginia
- 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) 2324548, 2397304, 2492423, 2329536

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: Viacom

Street Address: 1515 Broadway

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502272

DO NOT USE THIS SPACE

9. Signature.

Rebecca Borden

Name of Person Signing
00000171 502272 2324548

Rebecca Borden
Signature

July 1, 2003
Date

Total number of pages including cover sheet, attachments, and document: **13**

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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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

March 29, 2002

The State Corporation Commission finds the accompanying articles submitted on behalf of

Infinity Radio Subsidiary Operations Inc.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

Infinity Radio of Charlotte License Inc.
Infinity Radio of Kansas City License Inc.
Infinity Radio of Pittsburgh License Inc.
Infinity Radio of Sacramento License Inc.
and 3 other corporations

is merged into Infinity Radio Subsidiary Operations Inc. (formerly Infinity Radio of North Carolina License Inc.), which continues to exist under the laws of VIRGINIA with the name Infinity Radio Subsidiary Operations Inc.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on March 29, 2002.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0352
02-03-29-0616

ARTICLES OF MERGER
OF
INFINITY RADIO OF CHARLOTTE LICENSE INC.
INFINITY RADIO OF KANSAS CITY LICENSE INC.
INFINITY RADIO OF PITTSBURGH LICENSE INC.
INFINITY RADIO OF SACRAMENTO LICENSE INC.
INFINITY RADIO OF SEATTLE LICENSE INC.
INFINITY RADIO OF ST. LOUIS LICENSE INC.
INFINITY RADIO OF WASHINGTON LICENSE INC.
AND
INFINITY RADIO OF NORTH CAROLINA LICENSE INC.

all dom

To the State Corporation Commission
Commonwealth of Virginia

Pursuant to the provisions of the Virginia Stock Corporation Act, the domestic corporations herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Infinity Radio of Charlotte License Inc., Infinity Radio of Kansas City License Inc., Infinity Radio of Pittsburgh License Inc., Infinity Radio of Sacramento License Inc., Infinity Radio of Seattle License Inc., Infinity Radio of St. Louis License Inc., and Infinity Radio of Washington License Inc. (collectively the "Non-Surviving Corporations") with and into Infinity Radio of North Carolina License Inc. (the "Surviving Corporation") as adopted by each such corporation's Board of Directors on March 14, 2002.

2. The Plan of Merger was adopted by the unanimous consent of the shareholders of the Non-Surviving Corporations.

(a) The Plan of Merger was submitted to the shareholders of the Non-Surviving Corporations by their respective Board of Directors in accordance with the provisions of the Virginia Stock Corporation Act. In respect of the Non-Surviving Corporations, the designation, the number of outstanding shares, and the number of votes entitled to cast on the Plan of Merger are as follows:

Infinity Radio of Charlotte License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of Kansas City License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of Pittsburgh License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of Sacramento License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of Seattle License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of St. Louis License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of Washington License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

(b) In respect of the Non-Surviving Corporations, the total number of undisputed votes cast for the Plan of Merger by each voting group entitled to vote on the Plan of Merger is as follows:

Infinity Radio of Charlotte License Inc.

- Designation of voting group: Common
- Number of undisputed votes of voting group cast for the Plan of Merger: 100

PLAN OF MERGER

PLAN OF MERGER adopted by Infinity Radio of Charlotte License Inc., Infinity Radio of Kansas City License Inc., Infinity Radio of Pittsburgh License Inc., Infinity Radio of Sacramento License Inc., Infinity Radio of Seattle License Inc., Infinity Radio of St. Louis License Inc., and Infinity Radio of Washington License Inc, (collectively the "Non-Surviving Corporations") each a business corporation organized under the laws of the Commonwealth of Virginia, by each such corporation's Board of Directors on March 14, 2002, and adopted by Infinity Radio of North Carolina License Inc. (the "Surviving Corporation"), a business corporation organized under the laws of the Commonwealth of Virginia, by its Board of Directors on March 14, 2002. The names of the corporations planning to merge are set forth above and are defined as the Non-Surviving Corporations and the Surviving Corporation, each such corporation is a business corporation organized under the laws of the Commonwealth of Virginia. The name of the surviving corporation into which the Non-Surviving Corporations plan to merge is Infinity Radio of North Carolina License Inc.

1. The Non-Surviving Corporations and the Surviving Corporation shall, pursuant to the provisions of the Virginia Stock Corporation Act, be merged with and into a single corporation, to wit, Infinity Radio of North Carolina License Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name **Infinity Radio Subsidiary Operations Inc.** pursuant to the provisions of the Virginia Stock Corporation Act. The separate existence of the Non-Surviving Corporations shall cease at the effective time and date of the merger in accordance with the provisions of the Virginia Stock Corporation Act.

2. The Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation except that Article 1 thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time and date of the merger:

ARTICLE 1 of the Articles of Incorporation of the Surviving Corporation is hereby amended to read as follows:

"The name of the Corporation is Infinity Radio Subsidiary Operations Inc."

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

3. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

4. The directors of the Surviving Corporation at the effective time and date of the merger shall be the members of the first Board of Directors, all of whom shall hold their directorships until the earliest of (a) the next annual meeting of shareholders and until his or her respective successor is elected and qualifies, (b) his or her death, resignation or removal, and (c) the date on which the Director is no longer an employee of (i) the Surviving Corporation, (ii) one of its subsidiaries, or (iii) the Surviving Corporation's direct or indirect parent or one of such parent's subsidiaries. The officers of the Surviving Corporation at the effective time and date of the merger shall continue to serve in the office or offices set forth opposite his or her respective name all of whom shall hold office until the earliest of (a) the next annual meeting of the Board of Directors and until his or her successor is elected and qualifies, (b) his or her death, resignation or removal, and (c) the date on which such officer is no longer an employee of (i) the Surviving Corporation, (ii) one of its subsidiaries, or (iii) the Surviving Corporation's direct or indirect parent or one of such parent's subsidiaries;

5. At the effective date, by virtue of the Merger, without any action on the part of the holders thereof, each remaining outstanding share of Common Stock of the Non-Surviving Corporations shall be cancelled and each share of Common Stock of the Surviving Corporation will remain unaffected.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporations and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporations and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Virginia Stock Corporation Act, the Non-Surviving Corporations and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Virginia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporations and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

March 29, 2002

The State Corporation Commission finds the accompanying articles submitted on behalf of

Infinity Radio Subsidiary Operations Inc.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

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Each of the following:

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The certificate is effective on March 29, 2002.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0352
02-03-29-0616

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of merger of Infinity Radio Subsidiary Operations Inc. issued March 29, 2002.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
April 5, 2002*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

Schedule "A"

<u>Application/ Registration No.</u>	<u>Mark</u>	<u>Class No.</u>
2324548	KEZK	38: Radio Broadcasting Services.
2397304	KEZN	38: Radio Broadcasting Services.
2492423	KYKY	38: Radio Broadcasting Services.
2329536	WHOK	38: Radio Broadcasting Services.