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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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J.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): Capstar Communications California, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Capstar Radio Operating Company Internal Address: Street Address: 200 East Basse Road City: San Antonio State: TX Zip: 78209 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 01/14/2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2138705, 2178011 Additional number(s) attached [] Yes [x] 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 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 03/3483

DO NOT USE THIS SPACE

9. Signature. Kristi F. Nickel Name of Person Signing Signature Date December 16, 2003 Total number of pages including cover sheet, attachments, and document: 5

12/24/2003

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BYRNE 00000329 2138705

40.00 DP 25.00 DP

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

TRADEMARK REEL: 002886 FRAME: 0233

CERTIFICATE OF MERGER MERGING

Each of the Corporations Listed on Exhibit A Attached Hereto

into

Capstar Radio Operating Company,

a Delaware corporation

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), Capstar Radio Operating Company, a corporation organized and existing under the laws of Delaware, does hereby certify:

1. That Capstar Radio Operating Company, a Delaware corporation, is the surviving corporation of a merger among Capstar Radio Operating Company and each of the corporations (collectively, the "Merged Corporations") listed on Exhibit A attached hereto and incorporated herein by reference, all of which were incorporated under the laws of the State of Delaware.

2. That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 251 of the DGCL.

3. That the name of the surviving corporation is Capstar Radio Operating Company, a Delaware corporation.

4. That the Certificate of Incorporation of Capstar Radio Operating Company shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of Capstar Radio Operating Company, the address of which is One American Center, Suite 1400, 600 Congress Avenue, Austin, Texas 78701.

6. That a copy of the Agreement and Plan of Merger will be furnished by Capstar Radio Operating Company, on request and without cost, to any stockholder of any constituent entity.

IN WITNESS WHEREOF, Capstar Radio Operating Company has caused this Certificate to be signed by Kathy Archer, its Senior Vice President, this 14th day of January, 2000.

Capstar Radio Operating Company

By:


Kathy Archer, Senior Vice President

EXHIBIT A

MERGED CORPORATIONS

Name of Corporation	State of Incorporation
Capstar Communications California, Inc.	Delaware
Capstar Operating Corporation	Delaware
Triathlon Broadcasting Company	Delaware

Office of the Secretary of State

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:

✓"CAPSTAR COMMUNICATIONS CALIFORNIA, INC.", A DELAWARE CORPORATION,
✓"CAPSTAR OPERATING CORPORATION", A DELAWARE CORPORATION,
✓"TRIATHLON BROADCASTING COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "CAPSTAR RADIO OPERATING COMPANY" UNDER THE NAME OF "CAPSTAR RADIO OPERATING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JANUARY, A.D. 2000, AT 12 O'CLOCK P.M.

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

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AUTHENTICATION: 0201651
DATE: 01-14-00