

12/22/03

12-29-2003

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S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102633279

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

1. Name of conveying party(ies):

Capstar Broadcasting of South Carolina, 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: 12/22/1998

2. Name and address of receiving party(ies)

Name: Capstar Communications

Internal California, Inc.

Address:

Street Address: 200 East Basse Road

City: San Antonio State: TX Zip: 78209

- 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

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 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

- Enclosed
- 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

December 15, 2003

Date

8

Total number of pages including cover sheet, attachments, and document.

12/24/2003 ECN0059 00000099 2138705

01 FC:0521
02 FC:0522

40.00 OP
25.00 SP

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

TRADEMARK
REEL: 002886 FRAME: 0742

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/30/1998
981508053 - 2290352

CERTIFICATE OF MERGER MERGING

Each of the Entities Listed on Exhibit A Attached Hereto

into

Capstar Communications California, Inc.,
a Delaware corporation

Pursuant to the provisions of Sections 251 and 263 of the Delaware General Corporation Law (the "DGCL") and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act ("DRULPA"), Capstar Communications California, Inc., a corporation organized and existing under the laws of Delaware, does hereby certify:

1. That Capstar Communications California, Inc., a Delaware corporation, is the surviving corporation of a Merger among Capstar Communications California, Inc. and each of the entities (collectively, the "Merged Entities") listed on Exhibit A attached hereto and incorporated herein by reference, all of which were organized 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 Sections 251 and 263 of the DGCL and Section 17-211 of DRULPA, as the case may be.
3. That the name of the surviving corporation is Capstar Communications California, Inc., a Delaware corporation.
4. That the Certificate of Incorporation of Capstar Communications California, Inc., the surviving entity, 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 Communications California, Inc., 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 the surviving corporation, on request and without cost, to any stockholder or partner, as the case may be, of any constituent entity.
7. This Certificate of Merger and the Merger shall become effective on December 31, 1998.

IN WITNESS WHEREOF, Capstar Communications California, Inc. has caused this Certificate to be signed by Kathy Archer, its Vice President this 22nd day of December, 1998.

Capstar Communications California, Inc.

By: *Kathy Archer*
Name: Kathy Archer
Title: Vice President

EXHIBIT A**MERGED ENTITIES**

Name of Entity	Type of Entity	State of Organization¹	Authorized Capital Stock
Beck-Ross Communications, Inc.	C ²	Delaware	n/a
Capstar Broadcasting of Arizona, Inc.	C	Delaware	n/a
Capstar Broadcasting of California, Inc.	C	Delaware	n/a
Capstar Broadcasting of Connecticut, Inc.	C	Delaware	n/a
Capstar Broadcasting of Connecticut Licensee, Inc.	C	Delaware	n/a
Capstar Broadcasting of Florida, Inc.	C	Delaware	n/a
Capstar Broadcasting of Hartford, Inc.	C	Delaware	n/a
Capstar Broadcasting of Hartford II, Inc.	C	Delaware	n/a
Capstar Broadcasting of Indiana, Inc.	C	Delaware	n/a
Capstar Broadcasting of Kansas, Inc.	C	Delaware	n/a
Capstar Broadcasting of Massachusetts, Inc.	C	Delaware	n/a
Capstar Broadcasting of Massachusetts Licensee Inc.	C	Delaware	n/a
Capstar Broadcasting of New York, Inc.	C	Delaware	n/a
Capstar Broadcasting of Pennsylvania, Inc.	C	Delaware	n/a
Capstar Broadcasting of Rhode Island, Inc.	C	Delaware	n/a
Capstar Broadcasting of San Diego Licensee, Inc.	C	Delaware	n/a
Capstar Broadcasting of South Carolina, Inc.	C	Delaware	n/a

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EXHIBIT A (continued)

Name of Entity	Type of Entity	State of Organization¹	Authorized Capital Stock
Capstar Broadcasting of Texas (KTCK), Inc.	C	Delaware	n/a
Capstar Broadcasting of Texas (KTCK) Licensee, Inc.	C	Delaware	n/a
Capstar Broadcasting of Virginia, Inc.	C	Delaware	n/a
Capstar Broadcasting of Wisconsin, Inc.	C	Delaware	n/a
Capstar Indiana Limited Partnership	LP ³	Delaware	n/a
Capstar Operating Company of Mississippi, Inc.	C	Delaware	n/a
Capstar Operating Company of North Carolina, Inc.	C	Delaware	n/a
Capstar Operating Company of Tennessee, Inc.	C	Delaware	n/a
Capstar Operating GP, Inc.	C	Delaware	n/a
Capstar Performance Marketing, Inc.	C	Delaware	n/a
Capstar Radio Network of North Carolina, Inc.	C	Delaware	n/a
Capstar AZ Limited Partnership	LP	Delaware	n/a
Capstar BX Limited Partnership	LP	Delaware	n/a
Capstar FL Limited Partnership	LP	Delaware	n/a
Capstar IN Limited Partnership	LP	Delaware	n/a
Capstar KS Limited Partnership	LP	Delaware	n/a
Capstar MS Limited Partnership	LP	Delaware	n/a
Capstar NC Limited Partnership	LP	Delaware	n/a
Capstar SC Limited Partnership	LP	Delaware	n/a

EXHIBIT A (continued)

Name of Entity	Type of Entity	State of Organization¹	Authorized Capital Stock
Capstar TN Limited Partnership	LP	Delaware	n/a
Capstar WI Limited Partnership	LP	Delaware	n/a
Capstar Texas Limited Partnership	LP	Delaware	n/a
CBC Holdings, Inc.	C	Delaware	n/a
CBC PA Limited Partnership	LP	Delaware	n/a
June Broadcasting, Inc.	C	Delaware	n/a
KJQY-FM Licensee, Inc.	C	Delaware	n/a
Liberty Broadcasting, Incorporated	C	Delaware	n/a
Liberty Broadcasting Group Incorporated	C	Delaware	n/a
Multi-Market Radio, Inc.	C	Delaware	n/a
Multi-Market Radio of Augusta, Inc.	C	Delaware	n/a
Multi-Market Radio of Fayetteville Inc.	C	Delaware	n/a
Multi-Market Radio of Hartford, Inc.	C	Delaware	n/a
Multi-Market Radio of Myrtle Beach, Inc.	C	Delaware	n/a
Multi-Market Radio of Northampton, Inc.	C	Delaware	n/a
Patterson Acquisition Company, Inc.	C	Delaware	n/a
Patterson Battle Creek Broadcasting Corp.	C	Delaware	n/a
Patterson Battle Creek Licensee Corp.	C	Delaware	n/a
Patterson Broadcasting, Inc.	C	Delaware	n/a
Patterson Fresno Broadcasting Corp.	C	Delaware	n/a

EXHIBIT A (continued)

Name of Entity	Type of Entity	State of Organization¹	Authorized Capital Stock
Patterson Fresno Licensee Corp.	C	Delaware	n/a
Patterson Grand Rapids Broadcasting Corp.	C	Delaware	n/a
Patterson Grand Rapids Licensee Corp.	C	Delaware	n/a
Patterson Harrisburg Licensee Corp.	C	Delaware	n/a
Patterson Honolulu Broadcasting Corp.	C	Delaware	n/a
Patterson Honolulu Licensee Corp.	C	Delaware	n/a
Patterson Pensacola Licensee Corp.	C	Delaware	n/a
Patterson Reno Broadcasting Corp.	C	Delaware	n/a
Patterson Reno Licensee Corp.	C	Delaware	n/a
Patterson Savannah Broadcasting Corp.	C	Delaware	n/a
Patterson Savannah Licensee Corp.	C	Delaware	n/a
Patterson Springfield Broadcasting Corp.	C	Delaware	n/a
Patterson Springfield Licensee Corp.	C	Delaware	n/a
Southern Starr Broadcasting Group, Inc.	C	Delaware	n/a
Southern Starr Communications, Inc.	C	Delaware	n/a
Southern Starr Limited Partnership	LP	Delaware	n/a
Southern Starr Management, Inc.	C	Delaware	n/a
WBLI-FM, Inc.	C	Delaware	n/a
WHCN-FM, Inc.	C	Delaware	n/a
WSNE-FM, Inc.	C	Delaware	n/a

EXHIBIT A (continued)

Endnote Explanations:

- ¹ State of incorporation, if a corporation; or state of formation, if a limited partnership.
- ² Corporation
- ³ Limited Partnership
- n/a Not required, since the entity was incorporated under the laws of Delaware or is not a corporation