

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |

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|-----------------------------------|----------|----------------|-----------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Hispanic Broadcasting Corporation | | 09/23/2003 | CORPORATION: DELAWARE |

| | |
|----------------------|---------------------------------|
| RECEIVING PARTY DATA | |
| Name: | Univision Radio |
| Street Address: | 3102 Oak Lawn Aveue., Suite 215 |
| City: | Dallas |
| State/Country: | TEXAS |
| Postal Code: | 75219 |
| Entity Type: | CORPORATION: DELAWARE |

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|---------------------------|----------|-------------------------|
| PROPERTY NUMBERS Total: 2 | | |
| Property Type | Number | Word Mark |
| Serial Number: | 76251317 | AQUI SUENA LA QUE BUENA |
| Registration Number: | 2148724 | BAILABLES DEL SABADO |

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| CORRESPONDENCE DATA | |
| Fax Number: | (310)277-4730 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | 310-551-9306 |
| Email: | jarciniega@mwe.com |
| Correspondent Name: | Jorge Arciniega |
| Address Line 1: | 2049 Century Park East, Suite 3400 |
| Address Line 4: | Los Angeles, CALIFORNIA 90067 |

| | |
|-------------------------|----------|
| ATTORNEY DOCKET NUMBER: | 65936.12 |
|-------------------------|----------|

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| NAME OF SUBMITTER: | Ellie Hourizadeh |
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Total Attachments: 13
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Delaware

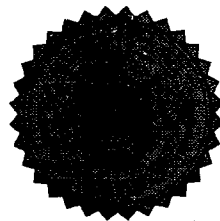
PAGE 1

The First 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 MERGER, WHICH MERGES:

"UNIVISION ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "HISPANIC BROADCASTING CORPORATION" UNDER THE NAME OF "HISPANIC BROADCASTING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2003, AT 5:40 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2297655 8100M

030607338

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2646045

DATE: 09-22-03

State of Delaware 0002
Secretary of State
Division of Corporations
Delivered 05:40 PM 09/22/2003
FILED 05:40 PM 09/22/2003
SRV 030607338 - 2297655 FILE

CERTIFICATE OF MERGER

**UNIVISION ACQUISITION CORPORATION,
A DELAWARE CORPORATION**

WITH AND INTO

**HISPANIC BROADCASTING CORPORATION,
A DELAWARE CORPORATION**

Pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware, the undersigned corporation, Hispanic Broadcasting Corporation, a Delaware corporation ("HBC"), does hereby certify to the following information relating to the merger (the "Merger") of Univision Acquisition Corporation, a Delaware corporation ("Univision Merger Sub"), with and into HBC. (Univision Merger Sub and HBC are herein collectively referred to as the "Constituent Corporations"):

FIRST: The name and state of incorporation of each of the Constituent Corporations to the Merger are as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|-----------------------------------|-------------------------------|
| Hispanic Broadcasting Corporation | Delaware |
| Univision Acquisition Corporation | Delaware |

SECOND: An Agreement and Plan of Reorganization (the "Agreement and Plan of Reorganization," dated as of June 11, 2002, by and among Univision Communications Inc., Univision Merger Sub and HBC) has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 (and, with respect to Univision Merger Sub, Section 228) of the General Corporation Law of the State of Delaware.

THIRD: The name of the corporation surviving the Merger is Hispanic Broadcasting Corporation (the "Surviving Corporation").

FOURTH: Upon the effectiveness of the Merger, the certificate of incorporation of the Surviving Corporation shall be amended to read in its entirety as set forth in Attachment A hereto.

FIFTH: An executed copy of the Agreement and Plan of Reorganization is on file at the principal place of business of the Surviving Corporation at the following address: Hispanic Broadcasting Corporation, 3102 Oak Lawn Avenue, Suite 215, Dallas, TX 75219.

SIXTH: A copy of the Agreement and Plan of Reorganization shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: This Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, Hispanic Broadcasting Corporation, a Delaware corporation, as the Surviving Corporation, has caused this Certificate of Merger to be signed by an authorized officer on this 22nd day of SEPTEMBER, 2003.

HISPANIC BROADCASTING CORPORATION,
a Delaware corporation

By: *McHenry T. Ticheng, Jr.*
Name: McHenry T. Ticheng, Jr.
Its: President and CEO

ATTACHMENT A

**RESTATED CERTIFICATE OF INCORPORATION
OF
HISPANIC BROADCASTING CORPORATION**

FIRST: The name of the corporation is: Hispanic Broadcasting Corporation.

SECOND: The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock, par value \$.01 per share.

FIFTH: The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors.

SIXTH: No director shall be personally liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware General Corporation Law, or (d) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitations on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. Any repeal or modification of this Article SIXTH shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

SEVENTH: Indemnification

1. **General.** Each person who was or is made a party to or threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, including a grand jury proceeding and an action by the Corporation (individually, a "Proceeding") by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes under the Employee Retirement Income Security Act of 1974 or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with the Proceeding (collectively, "Covered Expenses") and such indemnification shall continue as to the person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his- or her heirs, executors and administrators; provided, however, that, except as provided in Paragraph 2, the Corporation shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such Proceeding in advance of its final disposition; provided, however, that if required by the Delaware General Corporation Law, the payment of such expenses incurred by a director or officer in his or her capacity

as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article SEVENTH or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

2. Failure to Pay Claims. If a claim under Paragraph 1 is not paid in full by the Corporation within thirty (30) days after the Corporation has received a written claim, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition when the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.
3. Not Exclusive. The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this Article

SEVENTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

4. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any Covered Expenses, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.
5. Definition of the Corporation. As used in this Article SEVENTH, references to "the Corporation" shall include, in addition to the resulting or surviving corporation, any constituent corporation absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees and agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.
6. Severability. If this Article SEVENTH or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director, officer, employee and agent of the Corporation as to any Covered Expenses to the fullest extent permitted by any applicable portion of this Article SEVENTH that shall not have been invalidated or by any other applicable law.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and by this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH: In addition to the other powers expressly granted by statute, the Board

of Directors of the corporation shall have the power to adopt, repeal, alter or amend the bylaws of the corporation.

CC1:604918.3

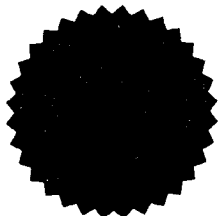
Delaware

PAGE 1

The First 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 AMENDMENT OF "HISPANIC BROADCASTING CORPORATION", CHANGING ITS NAME FROM "HISPANIC BROADCASTING CORPORATION" TO "UNIVISION RADIO", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2003, AT 10:06 O'CLOCK P.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

2297655 8100

030608577

AUTHENTICATION: 2649072

DATE: 09-23-03

TRADEMARK
REEL: 002891 FRAME: 0718

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION**

Hispanic Broadcasting Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that, subject to the necessary stockholder approval, the Board hereby authorizes, approves and adopts an amendment to Article FIRST of the Company's Restated Certificate of Incorporation to read as follows:

"FIRST: The name of the corporation is: Univision Radio."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

CC1:611836.1

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:41 PM 09/22/2003
FILED 10:06 PM 09/22/2003
SRV 030608577 - 2297655 FILE

IN WITNESS WHEREOF, said Hispanic Broadcasting Corporation has caused this certificate to be signed by C. Douglas Kranwinkle, Its Vice President and Assistant Secretary, this nd 22 day of September, 2003.


By: C. Douglas Kranwinkle
Its: Vice President and Assistant Secretary

CC1:611836.1

HISPANIC BROADCASTING CORPORATION

CERTIFICATE OF SECRETARY

I, C. Douglas Kranwinkle, do hereby certify that I am the duly elected and acting Assistant Secretary of Hispanic Broadcasting Corporation (this "Corporation"), a corporation duly organized and validly existing under the laws of the State of Delaware.

I do further certify that the assets of this Corporation are not less than \$10,000,000.

IN WITNESS WHEREOF, I have executed this instrument as of the 22nd day of September, 2003.

By: 
Name: C. Douglas Kranwinkle
Its: Assistant Secretary

CC1:617299.1