

Form **PTO-1594** (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY	
To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.	
<div>1. Name of conveying party(ies)/Execution Date(s):  Capstar Broadcasting of New York, Inc.  <div><input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other</div><div><input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership   Citizenship (see guidelines) <u>Delaware</u> Execution Date(s) <u>12/22/1998</u> Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div></div>	<div>2. Name and address of receiving party(ies) <div><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div> Name: <u>Capstar Communications California, Inc.</u> Internal Address: Address: Street Address: <u>200 East Basse Road</u> City: <u>San Antonio</u> State: <u>Texas</u> Country: <u>USA</u> Zip: <u>78209</u> <div><input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation</div> Citizenship <u>Delaware</u> <div><input type="checkbox"/> Other</div> Citizenship If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</div>
<div>3. Nature of conveyance: <div><input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Other</div><div><input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name</div></div>	
<div>4. Application number(s) or registration number(s) and identification or description of the Trademark. A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2185857 and 2185863</u> Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div>	
<div>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): <u>2185857 - HOME INVASION</u> <u>2185863 - SAVIORS OF THE CAPITALAND RADIO</u></div>	
<div>5. Name &amp; address of party to whom correspondence concerning document should be mailed: Name: <u>Pamela B. Huff</u> Internal Address: <u>Cox &amp; Smith Incorporated</u> Street Address: <u>112 East Pecan Street</u> <u>Suite 1800</u> City: <u>San Antonio</u> State: <u>Texas</u> Zip: <u>78205</u> Phone Number: <u>210-554-5450</u> Fax Number: <u>210-226-8395</u> Email Address: <u>ipdock@coxsmith.com</u></div>	<div>6. Total number of applications and registrations involved: <u>2</u>  7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41) \$ <u>65.00</u> <div><input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</div> 8. Payment Information: a. Credit Card Last 4 Numbers Expiration Date b. Deposit Account Number <u>03/3483</u> Authorized User Name <u>PB Huff</u></div>
<div>9. Signature: <u>Pamela B. Huff</u> <u>7-28-04</u> Signature Date <u>Pamela B. Huff</u> Name of Person Signing Total number of pages including cover sheet, attachments, and document <u>4</u></div>	

Documents to be recorded (Including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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

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**EXHIBIT A****MERGED ENTITIES**

<b>Name of Entity</b>	<b>Type of Entity</b>	<b>State of Organization<sup>1</sup></b>	<b>Authorized Capital Stock</b>
Beck-Ross Communications, Inc.	C <sup>2</sup>	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

ESNB 41952-3 / 251-11-DE/SFX

RECORDED: 07/28/2004

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REEL: 002903 FRAME: 0495