

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Infinity Broadcasting Corporation of Dallas		02/14/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Infinity Broadcasting Corporation of Texas
Street Address:	1515 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2326583	KLUV

CORRESPONDENCE DATA

Fax Number: (212)258-6193
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212/846-6335
 Email: kaz.tanakh@viacom.com, rebecca.borden@viacom.com
 Correspondent Name: Rebecca Borden
 Address Line 1: 1515 Broadway
 Address Line 2: Viacom Corp Legal Trademark Dept.
 Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Rebecca Borden
Signature:	/rb/

Date:

02/14/2005

Total Attachments: 6

source=Merger various TX entities to IBC of Texas#page1.tif

source=Merger various TX entities to IBC of Texas#page2.tif

source=Merger various TX entities to IBC of Texas#page3.tif

source=Merger various TX entities to IBC of Texas#page4.tif

source=Merger various TX entities to IBC of Texas#page5.tif

source=Merger various TX entities to IBC of Texas#page6.tif

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 AGREEMENT OF MERGER, WHICH MERGES:

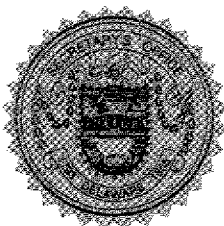
"INFINITY BROADCASTING CORPORATION OF DALLAS", A DELAWARE CORPORATION,

"INFINITY BROADCASTING CORPORATION OF FT. WORTH", A DELAWARE CORPORATION,

"INFINITY KOAI-FM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "INFINITY BROADCASTING CORPORATION OF TEXAS" UNDER THE NAME OF "INFINITY BROADCASTING CORPORATION OF TEXAS", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2004, AT 4:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 5 O'CLOCK P.M.



2120730 8100M

050041020

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3623142

DATE: 01-18-05

TRADEMARK
REEL: 003028 FRAME: 0436

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:33 PM 12/15/2004
FILED 04:33 PM 12/15/2004
SPV 040909409 - 2120730 FILE

**AGREEMENT OF MERGER
OF
INFINITY KOAI-FM, INC.
(a Delaware corporation)
INFINITY BROADCASTING CORPORATION OF DALLAS
(a Delaware corporation)
INFINITY BROADCASTING CORPORATION OF FT. WORTH
(a Delaware corporation)
AND
INFINITY BROADCASTING CORPORATION OF TEXAS
(a Delaware corporation)**

AGREEMENT OF MERGER approved on December 10, 2004 by and among Infinity KOAI-FM, Inc., Infinity Broadcasting Corporation of Dallas and Infinity Broadcasting Corporation of Ft. Worth (collectively the "Non-Surviving Corporations"), each a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date, and approved on December 10, 2004 by Infinity Broadcasting Corporation of Texas, a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

WHEREAS, each of the Non-Surviving Corporations is a business corporation of the State of Delaware with its respective registered office therein located at 2711 Centerville Road, Suite 400, city of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which each of the Non-Surviving Corporations has authority to issue is as follows:

Infinity KOAI-FM, Inc. has authority to issue 1,000 shares of common stock, all of which are of one class and of a par value of \$0.01 each,

Infinity Broadcasting Corporation of Dallas has authority to issue 1,000 shares of common stock, all of which are of one class and of a par value of \$0.01 each,

Infinity Broadcasting Corporation of Ft. Worth has authority to issue 1,000 shares of common stock, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS, Infinity Broadcasting Corporation of Texas is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, city of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Infinity Broadcasting Corporation of Texas has authority to issue is 1,000 shares of common stock, all of which are of one class and of a par value of \$0.01 each; and

462516v1

WHEREAS, the Non-Surviving Corporations and Infinity Broadcasting Corporation of Texas and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge the Non-Surviving Corporations with and into Infinity Broadcasting Corporation of Texas pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Boards of Directors of the Non-Surviving Corporations and duly approved by a resolution adopted by the Board of Directors of Infinity Broadcasting Corporation of Texas, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. The Non-Surviving Corporations and Infinity Broadcasting Corporation of Texas shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Infinity Broadcasting Corporation of Texas, which shall be the surviving corporation from and after the effective time 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 its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of the Non-Surviving Corporations, which are hereinafter sometimes referred to as the "terminating corporations", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws 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 General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporations shall, at the effective time of the merger, not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished. The issued shares of the

462516v1

surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporations and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporations and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement of Merger or of the merger herein provided for.

8. The effective time and date of the Agreement of Merger, and the time and date when the merger therein agreed upon shall become effective, shall be at 5:00 p.m., December 29, 2004.

9. Notwithstanding the full adoption of this Agreement of Merger, the said Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware in the event that the transfer of the FCC licenses is not approved by the Federal Communication Commission.


IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated: December 10, 2004

Infinity KOAI-FM, Inc


By: 
Jacques Tortoroli
Vice President, Finance and CFO

Infinity Broadcasting Corporation of Ft. Worth

By: 
Jacques Tortoroli
Vice President, Finance and CFO

462516v1

Infinity Broadcasting Corporation of Dallas

By: 
Michael D. Fricklas
Executive Vice President and Secretary

Infinity Broadcasting Corporation of Texas

By: 
Michael D. Fricklas
Executive Vice President and Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
INFINITY KOAI-FM, INC.
INFINITY BROADCASTING CORPORATION OF DALLAS
INFINITY BROADCASTING CORPORATION OF FT. WORTH

The undersigned, being the Assistant Secretary of Infinity KOAI-FM, Inc., Infinity Broadcasting Corporation of Dallas and Infinity Broadcasting Corporation of Ft. Worth (collectively the "Non-Surviving Corporations"), does hereby certify that:

Written consents have been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporations, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: December 10, 2004



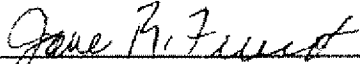
Jane R. Fuerst, Assistant Secretary of
Infinity KOAI-FM, Inc.
Infinity Broadcasting Corporation of Dallas
Infinity Broadcasting Corporation of Ft. Worth

CERTIFICATE OF ASSISTANT SECRETARY
OF
INFINITY BROADCASTING CORPORATION OF TEXAS

The undersigned, being the Assistant Secretary of Infinity Broadcasting Corporation of Texas, does hereby certify that:

Written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: December 10, 2004



Jane R. Fuerst, Assistant Secretary
of
Infinity Broadcasting Corporation of Texas

462516v1