

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Infinity Radio Operations Inc.		12/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Infinity Radio Inc.
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:	2617224	PET-A-PALOOZA

CORRESPONDENCE DATA

Fax Number: (212)258-6193
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 846-3614
 Email: kaz.tanakh@viacom.com, rebecca.borden@viacom.com
 Correspondent Name: Viacom International Inc.
 Address Line 1: 1515 Broadway
 Address Line 2: c/o Corp Legal / 51st Floor (Kaz Tanakh)
 Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Rebecca Borden
Signature:	/rb/
Date:	07/20/2005

CH \$40.00 2617224

Total Attachments: 2

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Delaware

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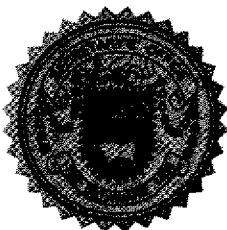
The First State

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 OWNERSHIP, WHICH MERGES:

"INFINITY RADIO OPERATIONS INC.", A DELAWARE CORPORATION, WITH AND INTO "INFINITY RADIO INC." UNDER THE NAME OF "INFINITY RADIO INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2003, AT 9:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 6 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

2341272 8100M

AUTHENTICATION: 2833404

030820727

DATE: 12-23-03

TRADEMARK

REEL: 003124 FRAME: 0844

CERTIFICATE OF OWNERSHIP AND MERGER
OF
Infinity Radio Operations Inc.
(a Delaware corporation)
INTO
Infinity Radio Inc.
(a Delaware corporation)

It is hereby certified that:

1. **Infinity Radio Inc.** (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of **Infinity Radio Operations Inc.**, which is also a business corporation of the State of Delaware.
3. On December 17, 2003, the Board of Directors of the Corporation adopted the following resolutions to merge **Infinity Radio Operations Inc.** into the Corporation:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation's wholly-owned subsidiary, **Infinity Radio Operations Inc.**, a Delaware corporation, be merged with and into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of **Infinity Radio Operations Inc.** be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by **Infinity Radio Operations Inc.** in its name; and

RESOLVED, that this Corporation shall assume all of the obligations of **Infinity Radio Operations Inc.**

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for shall become effective, is at 6:00 p.m. on December 31, 2003.

Executed on December 17, 2003

INFINITY RADIO INC.

By: 
Michael D. Fricklas, Executive Vice President