

**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 Subsidiary Operations Inc.		12/31/2003	CORPORATION: VIRGINIA

**RECEIVING PARTY DATA**

Name:	Infinity Radio Holdings, Inc.
Street Address:	1515 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: VIRGINIA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2638559	KNCI

**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: 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/

CH \$40.00 2638559

Date:

08/01/2005

**Total Attachments: 5**

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# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of the certificate of merger of Infinity Radio Holdings, Inc. issued December 31, 2003.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
January 8, 2004*

*Joel H. Peck*

*Joel H. Peck, Clerk of the Commission*

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

December 31, 2003

The State Corporation Commission finds the accompanying articles submitted on behalf of

**Infinity Radio Holdings, Inc.**

to comply with the requirements of law and confirms payment of all related fees. Therefore, it is ORDERED that this

**CERTIFICATE OF MERGER**

be issued and admitted to record with the articles of merger in the office of the Clerk of the Commission. Each of the following:

Infinity Radio Subsidiary Operations Inc.

is merged into Infinity Radio Holdings, Inc., which continues to exist under the laws of VIRGINIA with the name Infinity Radio Holdings, Inc., the separate existence of each non-surviving entity ceases.

The certificate is effective on December 31, 2003 at 5:00 PM.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS0317  
03-12-22-0621

**TRADEMARK  
REEL: 003131 FRAME: 0864**

ARTICLES OF MERGER  
OF  
INFINITY RADIO SUBSIDIARY OPERATIONS INC.  
AND  
INFINITY RADIO HOLDINGS, INC.

0404399-8

0089363-6

To the State Corporation Commission  
Commonwealth of Virginia

Pursuant to the provisions of the Virginia Stock Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the Commonwealth of Virginia, and which is subject to the provisions of the Virginia Stock Corporation Act, is **Infinity Radio Subsidiary Operations Inc.**
2. The name of the parent corporation, which is a business corporation organized under the laws of the Commonwealth of Virginia, and which is subject to the provisions of the Virginia Stock Corporation Act, is **Infinity Radio Holdings, Inc.**
3. The outstanding shares of **Infinity Radio Subsidiary Operations Inc.** are all owned by **Infinity Radio Holdings, Inc.**
4. The following is the Plan of Merger for merging **Infinity Radio Subsidiary Operations Inc.** into **Infinity Radio Holdings, Inc.** as approved by resolution of the Board of Directors of **Infinity Radio Holdings, Inc.**
  - a. **Infinity Radio Holdings, Inc.**, which is a business corporation of the Commonwealth of Virginia and is the owner of all of the outstanding shares of **Infinity Radio Subsidiary Operations Inc.**, which is a business corporation of the Commonwealth of Virginia, hereby merges **Infinity Radio Subsidiary Operations Inc.** into **Infinity Radio Holdings, Inc.** pursuant to the provisions of the Virginia Stock Corporation Act.
  - b. The separate existence of **Infinity Radio Subsidiary Operations Inc.** shall cease at the effective time and date of the merger pursuant to the provisions of the Virginia Stock

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REEL: 003131 FRAME: 0865

Corporation Act; and **Infinity Radio Holdings, Inc.** shall continue its existence as the surviving corporation pursuant to the provisions of the Virginia Stock Corporation Act.

c. The issued shares of **Infinity Radio Subsidiary Operations Inc.** shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

d. That all of the estate, property, rights, privileges, powers and franchises of **Infinity Radio Subsidiary Operations Inc.** be vested and held and enjoyed by **Infinity Radio Holdings, Inc.** as fully and entirely and without change or diminution as the same were before held and enjoyed by **Infinity Radio Subsidiary Operations Inc.**

e. That **Infinity Radio Holdings, Inc.** shall assume all of the obligations of **Infinity Radio Subsidiary Operations Inc.**

f. The Board of Directors and the proper officers of **Infinity Radio Holdings, Inc.** are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 Plan of Merger or of the merger herein provided for.


5. **Infinity Radio Holdings, Inc.** is the owner of all of the issued shares of **Infinity Radio Subsidiary Operations Inc.**, and **Infinity Radio Holdings, Inc.** waived the mailing of a copy of the Plan of Merger.

6. Shareholder approval was not required for the reason that Subsection A of Section 13.1-719 of the Virginia Stock Corporation Act so provides.


7. The effective time and date of the merger of **Infinity Radio Subsidiary Operations Inc.** into **Infinity Radio Holdings, Inc.** in the Commonwealth of Virginia shall be effective at the close of business on December 31, 2003.

Executed on December 17, 2003

**Infinity Radio Subsidiary Operations Inc.**

By:   
Stacey Benson  
Vice President

**Infinity Radio Holdings, Inc.**

By:   
Michael D. Fricklas  
Executive Vice President