

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/14/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Infinity Radio of San Jose Inc.		04/14/2005	CORPORATION: CALIFORNIA

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:	2341180	KEZR

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
 Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	KEZR
NAME OF SUBMITTER:	Rebecca Borden
Signature:	/rb/

CH \$40.00 2341180

Date:

12/05/2005

Total Attachments: 3

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Delaware

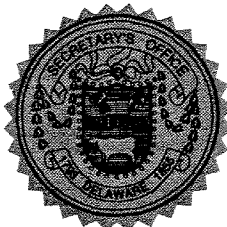
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"INFINITY RADIO OF SAN JOSE INC.", A CALIFORNIA 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 FOURTEENTH DAY OF APRIL, A.D. 2005, AT 7:36 O'CLOCK P.M.

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



2341272 8100M

050305112

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3814126

DATE: 04-15-05

TRADEMARK

REEL: 003204 FRAME: 0023

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Infinity Radio of San Jose Inc.
(a California 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, all of which are of one class, of Infinity Radio of San Jose Inc., which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of Infinity Radio of San Jose Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Infinity Radio of San Jose Inc. into the Corporation.
5. On April 14, 2005, the Board of Directors of the Corporation adopted the following resolutions to merge Infinity Radio of San Jose Inc. into the Corporation:

RESOLVED, that Infinity Radio of San Jose Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Infinity Radio of San Jose 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 of San Jose Inc. in its name.

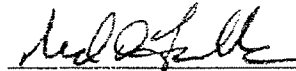
RESOLVED, that this Corporation shall assume all of the obligations of Infinity Radio of San Jose Inc.

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, by the laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Infinity Radio of San Jose Inc. and of this Corporation, and in any other appropriate jurisdiction.

Executed on April 14, 2005

Infinity Radio Inc.

By:



Michael D. Fricklas
Executive Vice President