

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM356568

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LINCOLN FINANCIAL MEDIA COMPANY OF FLORIDA		07/17/2015	CORPORATION: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	ENTERCOM MIAMI, LLC		
Street Address:	401 E City Ave - Suite 809		
City:	Bala Cynwyd		
State/Country:	PENNSYLVANIA		
Postal Code:	19004		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	86614207	STUDIO M	
Registration Number:	4718090	STUDIO M	
Registration Number:	4718089	STUDIO M	
CORRESPONDENCE DATA			
Fax Number:	6106605662		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	6106605655		
Email:	alevenson@entercom.com		
Correspondent Name:	Andrew P Sutor		
Address Line 1:	401 E City Ave - Suite 809		
Address Line 4:	Bala Cynwyd, PENNSYLVANIA 19004		
NAME OF SUBMITTER:	Andrew P. Sutor, IV, Senior VP		
SIGNATURE:	/Andrew P. Sutor, IV/		
DATE SIGNED:	09/28/2015		
Total Attachments: 6			
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source=Florida conversion - delaware#page2.tif			
source=Florida conversion - delaware#page3.tif			

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source=Florida conversion - north carolina#page1.tif
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A NORTH CAROLINA CORPORATION UNDER THE NAME OF "LINCOLN FINANCIAL MEDIA COMPANY OF FLORIDA" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "LINCOLN FINANCIAL MEDIA COMPANY OF FLORIDA" TO "ENTERCOM MIAMI, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2015, AT 10:36 O'CLOCK A.M.

5786895 8100V

151062226




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2565642

DATE: 07-17-15

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005631 FRAME: 0921

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

1. The jurisdiction where the Corporation first formed is **North Carolina**.
2. The jurisdiction immediately prior to filing this Certificate is **North Carolina**.
3. The date the corporation first formed is **April 4, 2002**.
4. The name of the Corporation immediately prior to filing this Certificate is: **Lincoln Financial Media Company of Florida**.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is **Entercom Miami, LLC**.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
17th day of July, 2015.

By 

Authorized Person

Name: Andrew P. Sutor, IV

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ENTERCOM MIAMI, LLC" FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2015, AT 10:36 O'CLOCK A.M.

5786895 8100V

151062226




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2565642

DATE: 07-17-15

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005631 FRAME: 0923

CERTIFICATE OF FORMATION

ENTERCOM MIAMI, LLC

In compliance with the requirements of the Delaware Limited Liability Company Act, as amended, the undersigned, desiring to organize a limited liability company, hereby certifies as follows:

1. The name of the limited liability company is:

Entercom Miami, LLC

2. The address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

I, THE UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, as amended, do hereby make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto signed as of this 17th day of July, 2015.



Andrew P. Sutor, IV
Authorized Person



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

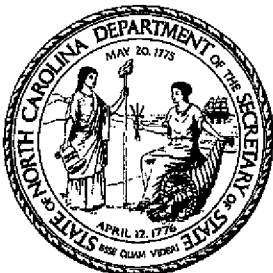
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF CONVERSION

OF

LINCOLN FINANCIAL MEDIA COMPANY OF FLORIDA

the original of which was filed in this office on the 20th day of July, 2015.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of July, 2015.

Elaine F. Marshall

Secretary of State

Certification# C201519800802-1 Reference# C201519800802-1
Verify this certificate online at www.secretary.state.nc.us/verification

TRADEMARK
REEL: 005631 FRAME: 0925

C2015 198 00802

State of North Carolina
Department of the Secretary of State

ARTICLES OF CONVERSION

Pursuant to §§ 55-11A-12, 57D-9-32, 59-73.22, or 59-1062 of the General Statutes of North Carolina, as applicable, the undersigned converting business entity does hereby submit these Articles of Conversion for the purpose of converting to a different business entity.

1. The name of the converting business entity is Lincoln Financial Media Company of Florida.
2. The converting business entity is a (check one) domestic corporation; domestic limited liability company; domestic limited partnership; domestic registered limited liability partnership; or domestic partnership.
3. The mailing address of the converting entity prior to the conversion is:
20450 Northwest Second Avenue, Miami, FL 33169
4. The name of the resulting business entity is: Entercom Miami, LLC
5. The resulting business entity is a (check one) foreign corporation; foreign limited liability company; foreign limited partnership; foreign limited liability partnership; or other partnership as defined in G.S. 59-36 not formed under the laws of North Carolina.
6. The organization and internal affairs of the resulting business entity are governed by the laws of the state or country of Delaware.
7. The resulting business entity is not authorized to transact business or conduct affairs in this State. The mailing address of the resulting business entity is: 401 E. City Avenue, Suite 809, Bala Cynwyd, PA 19004
_____ The resulting business entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.
8. A plan of conversion has been approved by the converting business entity as required by law.
9. These articles will be effective upon filing, unless a date and/or time is specified: _____

This the 17th day of July, 2015.

Lincoln Financial Media Company of Florida

Name of Converting Entity



Signature

Andrew P. Sutor, IV, Senior Vice President

Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document must be filed with the Secretary of State.
CORPORATIONS DIVISION
(Revised January, 2014)

P. O. BOX 29622

RALEIGH, NC 27626-0622
(Form BE-16)