

05-27-1999

Form PTO-1-31-92



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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To the Ho U.S. Patent & TMO/TM Mail Rcpt Dt. #33 and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 ETHNIC AMERICAN BROADCASTING COMPANY, L.P.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies)
 Name: ETHNIC AMERICAN BROADCASTING COMPANY LLC
 Internal Address:
 Street Address: Two Executive Drive Suite 600
 City State Zip
 Ft. Lee NJ 07024

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?
 yes no

TRADEMARK FEE PROCESS. RECEIVED
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3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 1, 1998

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)
 75/498115

B. Trademark registration No(s).

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Sheldon H. Klein, Esq.
 ARENT FOX KINTNER PLOTKIN & KAHN, PLLC
 1050 Connecticut Avenue, NW
 Washington, D. C. 20036-5339

6. Total number of applications and registrations involved:
 1

7. Total Fee (37 CFR 3.41): \$40.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 01-2300
 Authorized to be charged to Deposit Account

8. Deposit Account No. 01-2300
 (Attach dupl. copy of this page if paying by Deposit Account)

05/25/1999 DNGUYEN 00000162 75498115
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9. Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mariah E. Garvey [Signature] 4/22/99
 Name of Person Signing Signature Date

TOTAL NUMBER OF PAGES INCLUDING COVER SHEET, ATTACHMENTS AND DOCUMENT: 3

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 Mail documents to be recorded with required cover sheet information to:
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FROM RICHARDS, LAYTON & FINGER #08

(TUE) 12. 1 '98 10:52/ST. 10:51/NO. 4261591015 P 2

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY

OF

ETHNIC-AMERICAN BROADCASTING COMPANY, L.P.

TO

ETHNIC-AMERICAN BROADCASTING COMPANY, LLC

**Pursuant to Section 18-214 of the Limited Liability
Company Act of the State of Delaware**

This Certificate of Conversion to Limited Liability Company ("Certificate of Conversion"), dated December 1, 1998, is being duly executed and filed by David A. Moro, as an authorized person, to convert Ethnic-American Broadcasting Company, L.P., a Delaware limited partnership (the "Partnership"), to Ethnic-American Broadcasting Company, LLC, a Delaware limited liability company (the "Company"), under Section 18-214 of the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST. The Partnership was first formed as a limited partnership in the State of Delaware on July 27, 1990.

SECOND. The name of the Partnership immediately prior to the filing of this Certificate of Conversion was Ethnic-American Broadcasting Company, L.P.

THIRD. The name of the Company as set forth in its certificate of formation is Ethnic-American Broadcasting Company, LLC.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:45 AM 12/01/1998
981458299 - 2237304

FELIX RICHARDS, LAYTON & FINGER #08

(TUE) 12. 1 '98 10:52/ST. 10:51/NO. 426:591015 P 3

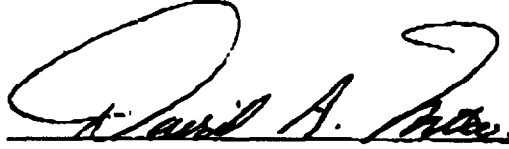
FOURTH. The conversion of the Partnership to the Company shall be effective upon the filing of this Certificate of Conversion and the certificate of formation of Ethnic-American Broadcasting Company, LLC with the Secretary of State of the State of Delaware.

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FROM RICHARDS, LAYTON & FINGER #08

(TUE) 12. 1 '98 10:52/ST. 10:51/NO. 4261591015 P 4

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Conversion to Limited Liability Company as of the date first above written.



Name: David A. Mero
Title: Authorized Person