

12-23-1999



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- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

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Name

DBA/AKA/TA

Composed of

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Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

12/23/1999 TTON11 0000062 500357 1465927

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Pages Enter the total number of pages of the attached conveyance document including any attachments.

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1465927"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment::

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

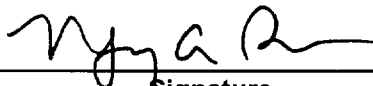
No

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. Charges to deposit account are authorized, as indicated herein.

Mary A. Donovan

Name of Person Signing



Signature

Dec. 8, 1999

Date Signed

CERTIFICATE OF MERGER
OF
PROMEDIA RADIO NETWORKS, INC.
AND
SJS ENTERTAINMENT CORPORATION

To the Secretary of State
 State of New Jersey

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are ProMedia Radio Networks, Inc., which is a business corporation organized under the laws of the State of New Jersey, and SJS Entertainment Corporation, which is a business corporation organized under the laws of the State of Pennsylvania.

2. Annexed hereto and made a part hereof, is the Plan of Merger for merging ProMedia Radio Networks, Inc. with and into SJS Entertainment Corporation as approved by the Board of Directors of each of said corporations.

3. The number of shares of ProMedia Radio Networks, Inc. which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 200, all of which are of one class.

The number of the aforesaid shares which were voted for the Plan of Merger is 200, and the number of said shares which were voted against the same is 0. The date of said vote and approval was December 12, 1995.

All of the shareholders entitled to vote of the aforesaid corporation approved the Plan of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 200. The date of said consents and approval was December 12, 1995.

4. The applicable provisions of the laws of the jurisdiction of organization of relating to the merger of ProMedia Radio Networks, Inc. with and into SJS Entertainment Corporation will have been complied with upon compliance with any of the filing and recording requirements thereof.

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5. SJS Entertainment Corporation hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of ProMedia Radio Networks, Inc. or any obligations of SJS Entertainment Corporation for which it is previously amenable to suit in the State of New Jersey and in any proceeding for the enforcement of the rights of a dissenting shareholder of ProMedia Radio Networks, Inc. against SJS Entertainment Corporation; and SJS Entertainment Corporation hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding and designates the following post office address without the State of New Jersey to which said Secretary of State shall mail a copy of the process in such proceeding:

SJS Entertainment Corporation
 116 East 27th Street, 11th Floor
 New York, NY 10016

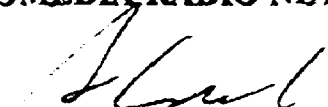
SJS Entertainment Corporation hereby agrees that it will promptly pay to the dissenting shareholders of ProMedia Radio Networks, Inc. the amount, if any, to which they are entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

6. SJS Entertainment Corporation will continued its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization.

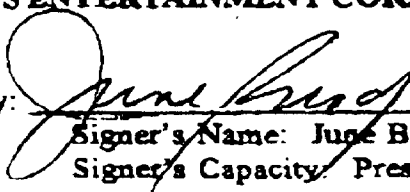
7. The merger herein provided for shall become effective in the State of New Jersey on January 1, 1996.

Executed on December, 1995.

PROMEDIA RADIO NETWORKS, INC.

By: 
 Signer's Name: Steven Saslow
 Signer's Capacity: President

SJS ENTERTAINMENT CORPORATION

By: 
 Signer's Name: June Brody
 Signer's Capacity: President

PLAN OF MERGER approved on December 12, 1995 by ProMedia Radio Networks Inc., which is a business corporation organized under the laws of the State of New Jersey, and by resolution adopted by its Board of Directors on said date, and approved on December 12, 1995 by SJS Entertainment Corporation, which is a business corporation organized under the laws of the Commonwealth of Pennsylvania, and which is subject to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date.

1. ProMedia Radio Networks, Inc. and SJS Entertainment Corporation shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, be merged with and into a single corporation, SJS Entertainment Corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name SJS Entertainment Corporation pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of ProMedia Radio Networks, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

3. The bylaws of the surviving corporation are in full force and effect upon the effective date of the merger in the Commonwealth of Pennsylvania and shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said

share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the New Jersey Business Corporation Act and in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Any officer of the terminating corporation and any officer of the surviving corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, 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 the merger herein provided for.

8. Notwithstanding the full approval and adoption of this Plan of Merger on behalf of the terminating corporation in accordance with the provisions of New Jersey Business Corporation Act and the full approval and adoption of this Plan of Merger on behalf of the surviving corporation in accordance with the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, this Plan of Merger may be terminated at any time prior to the effective date of the Plan of Merger and of the merger herein.

The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern the same, shall be December 31, 1995.

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