

MWD RECOI 3-27-00

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Tab settings

To the Honorable Commissioner of Patents 101332879

and original documents or copy thereof.

1. Name of conveying party(ies): WKXX(FM) Radio, Inc. MAR 27 PM 3:43 OPR/FINANCE

2. Name and address of receiving party(ies) Name: WXCD(FM) Radio, Inc. Internal Address: Street Address: 77 West 66th Street City: New York State: NY ZIP: 10023

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: May 11, 1998

4. Application number(s) or patent number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See attached Schedule "A". See attached Schedule "B".

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jeffrey C. Katz, Esq. Internal Address: DAVIS & GILBERT LLP Street Address: 1740 Broadway City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41): \$ 140.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE

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. Jeffrey C. Katz, Esq. Name of Person Signing

Signature Date 3-20-2000 Total number of pages including cover sheet, attachments, and document: 8

SCHEDULE "A"

Mark

Serial No.

Filing Date

EIGHT TRACK HELL

75/477019

04/30/98

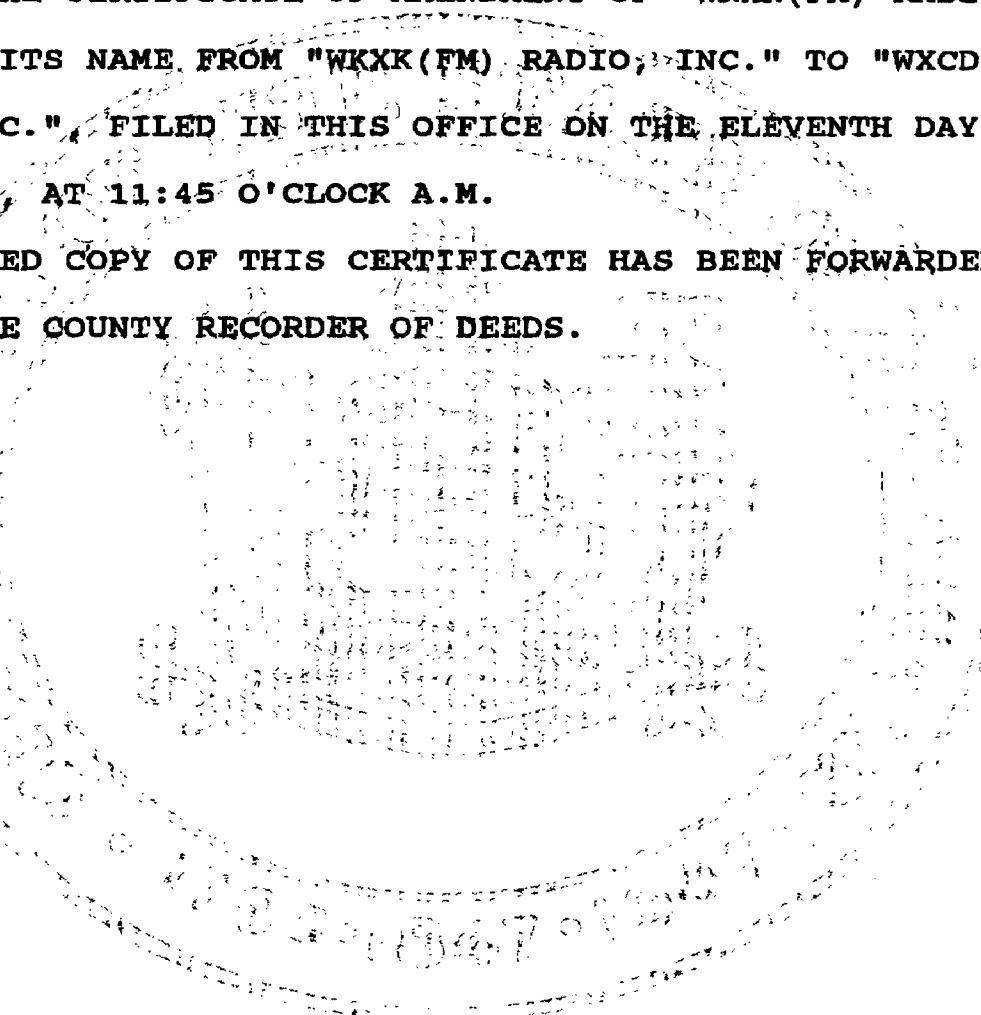
SCHEDULE "B"

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
WKXK	2,046,686	03/18/97
KICKS COUNTRY	2,055,433	04/22/97
WXCD	2,174,933	07/21/98
MIDNIGHT CD	2,250,327	06/01/99

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WKXK(FM) RADIO, INC.", CHANGING ITS NAME FROM "WKXK(FM) RADIO, INC." TO "WXCD(FM) RADIO, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 1998, AT 11:45 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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981179361

AUTHENTICATION:

DATE:

9073338

05-11-98

TRADEMARK

REEL: 002058 FRAME: 0573

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WKXK(FM) RADIO, INC.

WKXK(FM) Radio, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

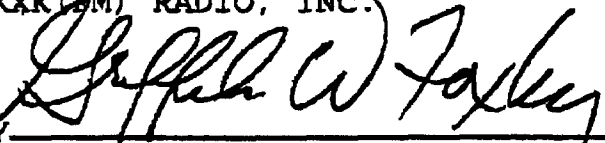
"1: The name of the corporation is WXCD(FM) Radio, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

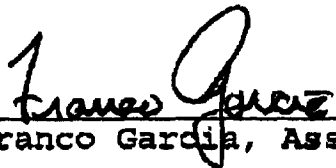
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said WKXX(FM) Radio, Inc.
has caused this certificate to be signed by Griffith W. Foxley,
its Vice President, and attested by Franco Garcia, its Assistant
Secretary, this 4th day of May, 1998.

WKXX(FM) RADIO, INC.


By _____
Griffith W. Foxley,
Vice President

ATTEST:

By 

Franco Garcia, Assistant Secretary