

Form PTO-1594  
(Rev. 10-02)

**RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

**TRADEMARKS ONLY**

OMB No. 0651-0027 (exp. 6/30/2005)

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

**1. Name of conveying party(ies):**

Z-Spanish Radio Network, Inc.

- Individuals
- General Partnership
- Corporation-California
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

**2. Name and address of receiving party(ies):**

Name: Z-Spanish Media Corporation

Internal Address: \_\_\_\_\_

Street Address: 2425 Olympic Blvd., Suite 6000 West

City: Santa Monica State: CA Zip: 90404

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation Delaware

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached:  Yes  No

**3. Nature of conveyance:**

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 1, 2001

**4. Application number(s) or registration number(s):**

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,174,611; 2,312,378; 2,386,035; 2,231,405; 2,236,415

Additional numbers attached? Yes  No

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

Name: Thomas P. Arden

Internal Address: \_\_\_\_\_

Street Address: Holland & Knight LLC

131 S. Dearborn St. 30<sup>th</sup> Floor

City: Chicago State: IL ZIP: 60603

5

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41)..... \$140

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

13-0045

DO NOT USE THIS SPACE

**9. Signature.**

Thomas P. Arden  
Name of Person Signing

  
Signature

September 22, 2003  
Date

Total number of pages including cover sheet, attachments, and document:

6

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments  
Washington, D.C. 20231

CH \$140.00 130045 2174611

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

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:

"Z-SPANISH RADIO NETWORK, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "Z-SPANISH MEDIA CORPORATION" UNDER THE NAME OF "Z-SPANISH MEDIA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2001, AT 5 O'CLOCK P.M.

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



2864773 8100M

010638767

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1523723

DATE TRADEMARK

REEL: 002719 FRAME: 0709

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 05:00 PM 12/12/2001  
010638767 - 2864773

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
Z-SPANISH RADIO NETWORK, INC.  
INTO  
Z-SPANISH MEDIA CORPORATION**

(under Section 253 of the General  
Corporation Law of the State of Delaware and  
Section 1110 of the General Corporation  
Law of the State of California)

Z-Spanish Media Corporation, a Delaware corporation ("ZSPN"), does hereby certify:

**FIRST:** That ZSPN is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That ZSPN owns all of the outstanding shares of each class of the capital stock of Z-Spanish Radio Network, Inc., a California corporation.

**THIRD:** That ZSPN, by resolutions of its Board of Directors, a copy of which are attached hereto as Exhibit A, duly adopted as of November 1, 2001, determined to merge into itself Z-Spanish Radio Network, Inc., a California corporation on the conditions set forth in such resolutions.

IN WITNESS WHEREOF, ZSPN has caused this certificate to be signed by its authorized officer as of November 29, 2001.

Z-SPANISH MEDIA CORPORATION, a  
Delaware corporation

  
Walter F. Ulloa, Chairman & CEO

DEC-12-2001 14:17 FROM CT CORPORATION SYSTEM

TO WIL. FILING

P.03/12

**EXHIBIT A**

FROM CORPORATION TRUST 302-655-5049

(FRI)12.21'01 12:59/ST. 12:53/NO. 4862069289 P 2

**ACTION BY UNANIMOUS WRITTEN CONSENT  
BY THE BOARD OF DIRECTORS OF  
Z-SPANISH MEDIA CORPORATION**

The undersigned, constituting all of the members of the Board of Directors (the "Board") of Z-Spanish Media Corporation, a Delaware corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent, effective as of November 1, 2001, which shall have the same force and effect as if adopted at a duly convened meeting of the Board, and a copy of which shall be filed with the minutes of the Company:

**WHEREAS**, the Company currently owns one hundred percent (100%) of the issued and outstanding equity securities of Z-Spanish Radio Network, Inc., a California corporation ("Zradio");

**WHEREAS**, the Board has determined that it is advisable and in the best interests of the Company and its sole shareholder for Zradio to be merged with and into the Company pursuant to the applicable provisions of California and Delaware state laws;

**NOW, THEREFORE, BE IT RESOLVED**, that the merger of Zradio with and into the Company pursuant to applicable provisions of California and Delaware state laws is deemed to be advisable and in the best interests of the Company and its shareholder and shall be, and hereby is, approved and adopted in its entirety;

**RESOLVED FURTHER**, that pursuant to applicable provisions of Delaware and California state laws, Zradio shall merge itself into the Company, and the Company shall assume all of Zradio's liabilities and obligations (contractual or otherwise);


**RESOLVED FURTHER**, that the officers of the Company be, and each of them are, hereby authorized and directed in the name of the Company and on its behalf, to execute any additional certificates, agreements, instruments or documents, or any amendments or supplements thereto, or to do or to cause to be done any and all other acts as they shall deem necessary or appropriate in furtherance of the full execution of the purposes of the foregoing resolutions and the transactions contemplated therein.

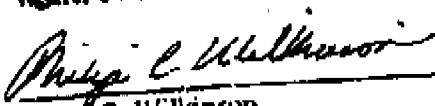
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FROM CORPORATION TRUST 302-655-5049

(FRI) 12. 21 '01 12:59/ST: 12:53/NO. 4962069289 P 3

IN WITNESS WHEREOF, the undersigned directors have executed this Action by Unanimous Written Consent as of the date first written above. This instrument may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This instrument may be executed by facsimile and such facsimile copy shall be conclusive evidence of the consent and ratification of the matters contained herein by the undersigned directors.

  
Walter C. Cline

  
Philip C. Wilkinson

*(Signature Page to Action by Unanimous Written Consent)*