

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tichenor Media System, Inc.		04/14/1999	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Tichenor Media System, Inc.		
Street Address:	3102 Oak Lawn Ave., Ste. 215		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75219		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2080405	TEJANO 107 FM	
CORRESPONDENCE DATA			
Fax Number:	(214)760-3003		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214-760-3030		
Email:	nlovell@CarrIP.com		
Correspondent Name:	Gregory W. Carr		
Address Line 1:	670 Founders Square, 900 Jackson Street		
Address Line 4:	Dallas, TEXAS 75202		
ATTORNEY DOCKET NUMBER:	HBC390000		
NAME OF SUBMITTER:	Gregory W. Carr		
Total Attachments: 2			
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**CERTIFICATE OF MERGER
OF
DOMESTIC AND FOREIGN CORPORATIONS**

Pursuant to the provisions of Section 252(c) of the Delaware General Corporation Law, Tichenor Media System, Inc., a Texas corporation ("TMS-Texas"), hereby delivers to the Secretary of State of Delaware the following Certificate of Merger:

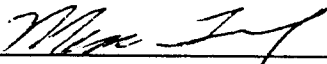
1. The names of the constituent corporations in the merger and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Tichenor Media System, Inc.	Delaware ("TMS-Delaware")
Tichenor Media System, Inc.	Texas

2. The laws of the States of Texas and Delaware permit such merger.
3. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the Delaware General Corporation Law.
4. TMS-Texas will merge with and into TMS-Delaware (the "Merger"), and TMS-Delaware shall be the corporation surviving the merger and shall continue its corporate existence under the laws of the State of Delaware. The Certificate of Incorporation of TMS-Delaware shall be the surviving corporation's Certificate of Incorporation.
5. A copy of the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 3102 Oak Lawn Avenue, Suite 215, Dallas, Texas 75219. A copy of the Agreement and Plan of Merger will be furnished by TMS-Delaware, as the surviving corporation, on request and without cost, to any stockholder of any of the constituent corporations.
6. The authorized capital stock of TMS-Texas ("Parent") consists of 9,897,000 shares of Common Stock, \$1.00 par value ("Parent Common Stock"), 100,000 shares of Junior Preferred Stock, \$10.00 par value ("Parent Junior Preferred Stock"), and 3,000 shares of Senior Preferred Stock, \$1,000.00 par value ("Parent Senior Preferred Stock"); of which 1,000 shares of Parent Common Stock, no shares of Parent Junior Preferred Stock, and no shares of Parent Senior Preferred Stock are issued and outstanding. Each outstanding share of Parent Common Stock will convert into one share of common stock of TMS-Delaware pursuant to the Merger.

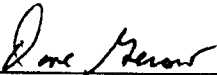
IN WITNESS WHEREOF, the undersigned corporation has executed this Certificate of Merger as of the 14 day of April, 1999.

TICHENOR MEDIA SYSTEM, INC.
a Delaware corporation

By: 

McHenry T. Tichenor, Jr.
President

ATTEST:



Dave Gerow,
Assistant Secretary

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