

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):
CHANCELLOR MEDIA CORPORATION

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: AMFM INC.
Internal _____
Address: _____
Street Address: 200 East Basse Road
City: San Antonio State: TX Zip: 78209

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 07/13/1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2152604

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Pamela B. Huff
 Internal Address: Cox & Smith Incorporated

 Street Address: 112 East Pecan Street
 Suite 1800
 City: San Antonio State: TX Zip: 78205

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 03/3483

DO NOT USE THIS SPACE

9. Signature.
 Pamela B. Huff *Pamela B. Huff* February 24, 2004
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$40.00 033483 2152604

State of Delaware
Office of the Secretary of State

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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 RESTATED CERTIFICATE OF "CHANCELLOR MEDIA CORPORATION", CHANGING ITS NAME FROM "CHANCELLOR MEDIA CORPORATION" TO "AMFM INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JULY, A.D. 1999, AT 11:30 O'CLOCK A.M.



Edward J. Freel
Edward J. Freel, Secretary of State

9979247

AUTHENTICATION:

TRADEMARK

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 11:30 AM 07/13/1999
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AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
 OF
 CHANCELLOR MEDIA CORPORATION
 (Originally Incorporated on June 22, 1988)

Chancellor Media Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

A. The Corporation's original Certificate of Incorporation was filed under the name Evergreen Media Corporation with the Secretary of State of the State of Delaware on June 22, 1988.

B. The Corporation filed an Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on September 5, 1997.

C. This Amended and Restated Certificate of Incorporation amends and restates in its entirety the Amended and Restated Certificate of Incorporation of the Corporation and has been duly adopted by the vote of the stockholders of the Corporation in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

D. The text of the Corporation's Amended and Restated Certificate of Incorporation is hereby further amended and restated in its entirety to read in full as follows:

FIRST: The name of the corporation is AMFM Inc. (the "Corporation").

SECOND: The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

THIRD: The purpose for which the Corporation is organized is to engage in any and all lawful acts and activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 800,000,000 shares consisting of (a) 50,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"), and (b) 750,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock").

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not personally liable as set forth in the foregoing provisions of this Article Tenth, a director shall not be liable to the Corporation or its stockholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the General Corporation Law of the State of Delaware.

ELEVENTH: All of the power of the Corporation, insofar as may be lawfully vested by this Amended and Restated Certificate of Incorporation in the Board of Directors of the Corporation, is hereby conferred upon the Board of Directors of the Corporation. In furtherance of and not in limitation of that power or the powers conferred by law, a majority of the directors then in office (or such higher percentage as may be specified in the bylaws with respect to any provision thereof) shall have the power to adopt, amend and repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, Chancellor Media Corporation has caused this Certificate to be executed in its corporate name this 13th day of July, 1999.

CHANCELLOR MEDIA CORPORATION

By: 
William S. Banowsky, Jr.
Executive Vice President