FORM' PTO-1618A Expires 06/30/99 OMB 0651-0027 1 3 45

WELLE WILLIE

10-04-2000



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Receiving Party	Mark if additional names of receiving parties attached
Name CBS Broadcasting Inc.	
DBA/AKA/TA	
Composed of	
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Address (line 1) 51 West 52nd Street	
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Address (line 3) New York	State/Country Zip Code
Individual General Partnership	assignment and the receiving party is
X Corporation Association	not domiciled in the United States, an appointment of a domestic
	representative should be attached. (Designation must be a separate
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Name	Jerome S. Ebensteir		
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Address (line 3)	New York, NY 10019		
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Name	of Person Signing	Signature	Date Signed

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### State of New York Department of State

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

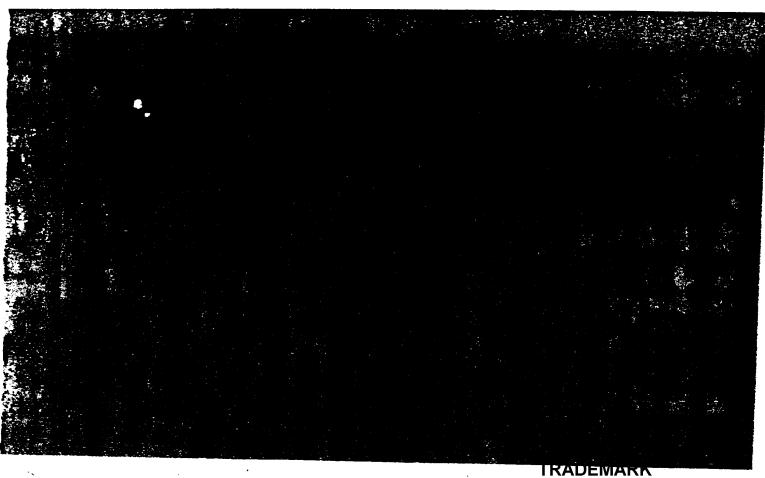
Witness my hand and seal of the Department of State on FEB 02 1998



Special Deputy Secretary of State

? Cuile

J-1266 (5/96)



CERTIFICATE OF AMENDMENT

· · OF

THE CERTIFICATE OF INCORPORATION

OF

· CBS INC.

Under Section 805 of the Business Corporation Law

of the State of New York

We, the undersigned, being the vice president and treasurer and an assistant secretary, respectively, of CBS Inc., hereby certify that:

FIRST: The name of the Corporation is CBS Inc. The name under which the Corporation was formed is United Independent Broadcasters, Incorporated.

SECOND: The original Certificate of Incorporation of said Corporation was filed by the Department of State of the State of New York on January 27, 1927 and was most recently restated on December 8, 1995.

THIRD: Article 1 of the Certificate of Incorporation, which specifies the name of the Corporation, is hereby amended to read as follows:

"The name of the Corporation is CBS Broadcasting Inc."

FOURTH: The last sentence of Article 5 of the Certificate of Incorporation, which specifies the address to which the Secretary of State shall mail-a copy of process-against the Corporation served upon the Secretary of State, is hereby amended as follows:

"The post office address within or without the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon such Secretary of State is c/o Secretary, CBS Broadcasting Inc., 51 West 52nd Street, New York, New York 10019."

Incorporation was approved by the Board of Directors of the Corporation by unanimous written consent in lieu of a meeting on November 11, 1997 and by a written consent of the Corporation's sole shareholder dated November 11, 1997.

25M BY:C T SYSTEM/PITISBURCH :11-26-37 : 11:42 :CT SYSTEM/P:TTSBURCH→ 1 518 463 6538:# 2/11

TRADEMARK REEL: 002145 FRAME: 0763 IN WITNESS WHEREOF, the undersigned have duly executed this certificate this 25th day of November , 1997 and the undersigned affirm the statements contained therein as true under penalties of perjury. SENT BY: C T SYSTEM PITTSBURCH: 11-26-97: 11:42:CT SYSTEM PITTSBURCH-

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