

CERTIFICATE

I, the undersigned Secretary of Star Theatres of Clemson, Inc., do hereby certify that all of the conditions in the foregoing Agreement of Merger have been fully complied with; that such merger is authorized under the laws of the State of South Carolina; that the merger agreement was submitted to the stockholders of Star Theatres of Clemson, Inc., at a meeting thereof called separately for the purpose of taking the same into consideration, the time, place and object of which meeting due notice was given by publication once a week for four successive weeks in a newspaper published in Greenville County, South Carolina, where the company has its principal office and conducts its business, and that a copy of such notice was delivered to and received by each stockholder at least twenty days prior to the date of such meeting; that at such meeting the agreement has been authorized, adopted, approved, signed and acknowledged by each of the constituent corporations in accordance with the laws of the state under which it was formed.

s/ S. P. Mitchell
Secretary

ACKNOWLEDGMENT

PERSONALLY APPEARED before me C. Hayward Morgan, who, being duly sworn, states that he is President of Star Theatres of Clemson, Inc. and that the foregoing Merger Agreement and Articles of Merger are the act, deed and agreement of Star Theatres of Clemson, Inc., and the certificate of the secretary is true and correct of deponent's own knowledge.

SWORN to before me this 1st
day of October, 1958

s/ C. Hayward Morgan

s/ Bill C. [unclear] (SEAL)
Notary Public for South Carolina

My Commission Expires at Pleasure of Governor.

(Continued on next page)