

CERTIFICATE

I, the undersigned Secretary of Star Theatres of Hendersonville, Inc. do hereby certify that all of the conditions of the foregoing Agreement of Merger have been fully complied with; that such merger is authorized under the laws of the State of North Carolina; that the Merger Agreement was submitted to the stockholders of Star Theatres of Hendersonville, Inc. at a meeting thereof called and held in accordance with the provisions of the 1957 North Carolina Business Corporation Act; that at such meeting a vote of the stockholders was taken on the proposed plan of merger and was adopted by unanimous vote of the outstanding shares of Star Theatres of Hendersonville, Inc; and that 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/ E. D. Mitchell
Secretary

ACKNOWLEDGEMENT

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

SWORN To before me this 15th
day of October, 1958

s/ C. Hayward Morgan

s/ [Signature] (SEAL)
Notary Public for South Carolina

My Commission Expires at Pleasure
of Governor