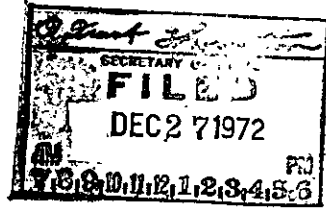


FILED
GREENVILLE CO. S.C.
JAN 4 11 56 AM '73

ARTICLES OF MERGER
OF
MARTIN THEATRES OF GEORGIA, INC.
AND
STAR THEATRES, INC.
INTO
MARTIN THEATRES OF GEORGIA, INC.



The undersigned corporations, pursuant to Section 10.7 of the South Carolina Business Corporation Act of 1962 (Section 12-20.7 of the 1962 Supplement), hereby execute the following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

Name of Corporation	State of Incorporation
Martin Theatres of Georgia, Inc.	Georgia
Star Theatres, Inc.	South Carolina

ARTICLE TWO

The laws of the jurisdiction under which each foreign participating corporation is organized, permit such merger and each foreign corporation which is a party to this merger has complied with the applicable provisions of the laws of the jurisdiction under which it is organized.

ARTICLE THREE

The name of the surviving corporation shall be Martin Theatres of Georgia, Inc., and it shall be governed by the laws of the State of Georgia.

Date DEC 27 1972

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE.

-1-

[Signature]
SECRETARY OF STATE OF SOUTH CAROLINA

(Continued on next page)