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ARTICLES OF MERGERTHAD EURE
SECRETARY OF STATE
NORTH CAROLINA186909
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SECRETARY OF STATE, State of North Carolina:

The undersigned corporations, pursuant to the Business Corporation Act of the State of North Carolina and the South Carolina Business Corporation Act, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge are Consolidated Theatres Incorporated, which is organized under the laws of the State of North Carolina, and Augusta Road Drive-In Theatre Corporation; Charleston Drive-In Theatre Corporation; Eton Corporation; Northwest Theatre Corporation; and Textile Amusement Company, Inc., all of which are organized under the laws of the State of South Carolina. Coincident with the execution of these Articles of Merger will be the execution of Articles of Merger to be filed with the Secretary of State of North Carolina between Consolidated Theatres Incorporated, which is organized under the laws of the State of North Carolina, and B. & L. Theatres, Inc.; Cameron Theatre Corporation; Cooper Drive-In Theatre Corporation; Gaston Drive-In Theatre Corporation; Magnolia Theatre Corporation; Mid-State Theatre Corporation; and Northgate Theatre Corporation, all of which are organized under the laws of the State of North Carolina, and the execution of Articles of Merger to be filed with the Secretary of State of North Carolina and the State Corporation Commission of Virginia between Consolidated Theatres Incorporated, which is organized under the laws of the State of North Carolina, and Danville

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