

furnishing to the public for compensation or otherwise, motion picture, talking picture, vaudeville or any other form of entertainment, or any item or kind of equipment, service, or supplies that are in any degree or manner connected with show or theatre; and (b) To engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina, entitled 'Business Corporation Act'."

(d) Section 4 of the Charter of the Surviving

Corporation shall be amended so as to read as follows:

"The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of Common Stock of the par value of \$1.00 each."

(e) Section 6 of the Charter of the Surviving

Corporation shall be amended so as to read as follows:

"The period of existence of this Corporation is perpetual."

(f) Section 8 of the Charter of the Surviving

Corporation shall be amended so as to read as follows:

"The address of the registered office of the Corporation is 120 Poplar Street, Charlotte, Mecklenburg County, North Carolina 28201, and the name of its registered agent at such address is J. F. White, Jr."

The Bylaws of Consolidated, as in effect at the time the merger becomes effective, shall be the Bylaws of the Surviving Corporation.

3. The registered office of Consolidated shall be located at 120 South Poplar Street in the City of Charlotte, Mecklenburg County, North Carolina, and the name of its registered agent at such address shall be J. F. White, Jr.

4. Upon the merger becoming effective, the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and franchises, as well of a public nature as of a private nature, of each of Consolidated and the Merging Companies; and