

outstanding stock of each constituent corporation as set forth below to the value of the outstanding stock of the Surviving Corporation immediately after the merger, such value being \$5,595,397.00; provided, however, that no fractional shares of the Surviving Corporation shall be issued, but the shares of the Surviving Corporation which any shareholder shall be entitled to receive (upon conversion of the shares owned by him in all of the constituent corporations) shall be reduced to the next lower whole number of shares if such fraction is less than 0.50, or shall be raised to the next whole number of shares if such fraction is more than 0.50:

VOL 935 PAGE 136

<u>Name of Constituent Corporation</u>	<u>Value of Stock of Constituent Corporation Prior to Merger</u>	<u>No. of Shares Surviving Corporation to be issued for each share of Constituent Corporation</u>
Consolidated Theatres Incorporated	\$234,000	139.40030
Augusta Road Drive-In Theatre Corporation	\$876,000	104.37150
Charleston Drive-In Theatre Corporation	\$640,341	613.07500
Eton Corporation	\$113,400	20.26666
Northwest Theatre Corporation	\$277,000	61.88120
Textile Amusement Company, Inc.	\$321,000	428.07150

6. The persons constituting the Board of Directors of Consolidated upon the merger becoming effective shall continue to constitute the Board of Directors of the Surviving Corporation until their terms expire or until their successors are elected and qualified.

4328 RV-2