

ARTICLE FIVE

As to each merging corporation, the shareholders of which voted on such plan, the shareholder vote required to adopt the Agreement and Plan of Merger is as follows:

<u>NAME OF CORPORATION</u>	<u>SHAREHOLDER VOTE REQUIRED</u>
Martin Theatres of Georgia, Inc.	Majority of the outstanding stock
Star Theatres, Inc.	Two-thirds of the outstanding stock

ARTICLE SIX

As to each merging corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of shares of any class entitled to vote as a class, are:

<u>NAME OF CORPORATION</u>	<u>TOTAL NUMBER OF SHARES OUTSTANDING</u>	<u>TOTAL NUMBER OF SHARES ENTITLED TO VOTE</u>
Martin Theatres of Georgia, Inc.	1068	1068
Star Theatres, Inc.	1862	1862

<u>DESIGNATION OF CLASS ENTITLED TO VOTE AS A CLASS</u>	<u>NUMBER OF SHARES OF SUCH CLASS</u>
Common Stock	1068
Common Stock	1862

ARTICLE SEVEN

<u>NAME OF CORPORATION</u>	<u>TOTAL SHARES VOTED FOR</u>	<u>TOTAL SHARES VOTED AGAINST</u>
Martin Theatres of Georgia, Inc.	1068	0
Star Theatres, Inc.	1862	0

<u>CLASS</u>	<u>SHARES VOTED FOR</u>	<u>SHARES VOTED AGAINST</u>
Common	1068	0
Common	1862	0