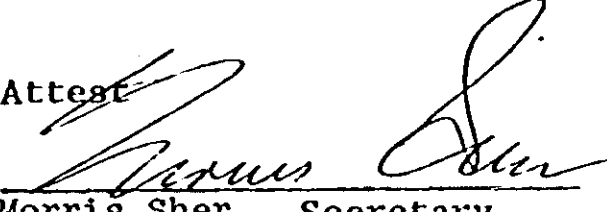


to any property or rights of Star, the proper officers and directors of Star shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Agreement.


9. At any time before or after approval and adoption by the respective shareholders of the Constituent Corporations, this Agreement may be modified in matter of form, or supplemented by additional agreements, articles or certificates as may be mutually determined by the Board of Directors of the Constituent Corporations to be necessary, desirable or expedient to clarify the intention of the parties hereto or to effect or facilitate the filing, recording or official approval of this Agreement and the consummation of the merger herein contemplated, in accordance with the purpose and intent of this Agreement.

IN WITNESS WHEREOF, Martin Theatres of Georgia, Inc., and Star Theatres, Inc., has each caused this Agreement and Plan of Merger to be executed on their respective behalves and their respective corporate seals affixed and the foregoing attested, all by their respective duly authorized officers on the 18th day of December, 1972.

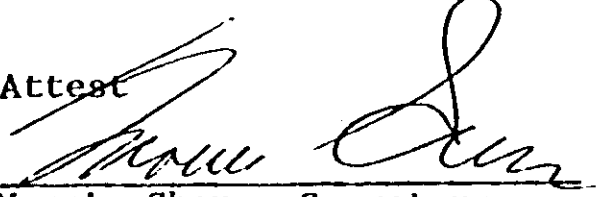
Attest


Morris Sher, Secretary

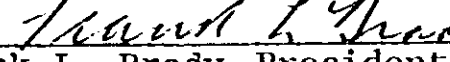
MARTIN THEATRES OF GEORGIA, INC.

By 
Frank L. Brady, President

Attest


Morris Sher, Secretary

STAR THEATRES, INC.

By 
Frank L. Brady, President