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carrying the same into effect as follows:

FIRST: ABC Southeastern hereby merges into itself Atlanta Enterprises, Birmingham Theatre, Drive-In Theatres, and Rebel Poster, and said Atlanta Enterprises, Birmingham Theatre, Drive-In Theatres, and Rebel Poster, shall be and hereby are merged into ABC Southeastern, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of ABC Southeastern, as heretofore amended and as in effect on the date of this Agreement and Plan of Merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: A copy of the Certificate of Incorporation of ABC Southeastern, as heretofore amended and as in effect on the date of this Agreement and Plan of Merger, is attached hereto as Exhibit A, and all of the terms and provisions thereof are hereby incorporated in this Agreement and Plan of Merger and made a part hereof with the same force and effect as if herein set forth in full.

FOURTH: The capital stock of the constituent corporations, (all of said stock outstanding being owned by ABC Theatre Holdings, Inc., a Delaware corporation, except for the capital stock of Birmingham Theatre, all of which is owned by ABC Southeastern, the last named corporation being a constituent corporation wholly owned by said ABC Theatre Holdings, Inc.) shall be dealt with as follows:

(a) No cash or other consideration shall be paid or delivered for the shares of the capital stock of Atlanta Enterprises, Birmingham Theatre, Drive-In Theatres and Rebel Poster that are authorized or issued on the date the merger becomes effective, and such shares shall not be converted to or exchanged for the shares of ABC Southeastern as a result of the Merger, and shall not on the date the Merger becomes effective remain shares of the capital stock of Atlanta Enterprises, Birmingham Theatre, Drive-In Theatres and Rebel Poster, but, upon said date, such shares shall become null and void and the certificates for those of said shares that are issued and outstanding, shall be surrendered and cancelled.

(b) The shares of capital stock of ABC Southeastern, whether authorized or issued on the date the merger becomes effective, shall not be converted or

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