

recorded in the office of the Recorder of Deeds for the County of New Castle on March 18, 1931 under the name "Publix Wilby Theatres, Inc.", which name was changed to "Alabama Theatres, Inc." pursuant to a certificate of amendment of certificate of incorporation filed in the office of the Secretary of State of Delaware on April 13, 1933 and recorded in the office of the Recorder of Deeds for the County of New Castle on April 13, 1933 and was changed to "ABC Southeastern Theatres, Inc." pursuant to a certificate of amendment of certificate of incorporation filed in the office of the Secretary of State of Delaware on June 24, 1970 and recorded in the office of the Recorder of Deeds for the County of New Castle on June 24, 1970; and

WHEREAS, said ABC Southeastern, by its certificate of amendment of certificate of incorporation which was filed in the office of the Secretary of State of Delaware on December 5, 1949, and recorded in the office of the Recorder of Deeds for the County of New Castle on December 5, 1949, has an authorized capital stock consisting of one thousand (1,000) shares of common stock without nominal or par value, of which stock one thousand (1,000) shares are now issued and outstanding and such shares shall remain issued and outstanding; and

WHEREAS, said Carolina Amusement was duly organized under and by virtue of the laws of South Carolina, its charter having been issued by the South Carolina Secretary of State on November 15, 1915 and recorded in the office of the Register of Mesne Conveyance, Spartanburg County, South Carolina, on December 10, 1915; and

WHEREAS, said Carolina Amusement, by its charter has an authorized capital stock consisting of two hundred (200) shares of common stock of the par value of one hundred dollars (\$100.00) each, all of one class, amounting in the aggregate to twenty thousand dollars (\$20,000.00) of which stock one hundred (100) shares are now issued and outstanding; and

WHEREAS, said Charlotte Amusement was duly organized under and by virtue of the laws of North Carolina, its certificate of incorporation having been filed in the office of the Secretary of State of North Carolina on June 22, 1918; and

WHEREAS, said Charlotte Amusement by its certificate of incorporation has an authorized capital stock consisting of five hundred (500) shares of common stock of the par value of one hundred dollars (\$100.00) each, all of one class, amounting in the aggregate to fifty thousand dollars (\$50,000.00), of which

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