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"North Carolina Theatres, Incorporated" pursuant to a certificate of amendment of charter filed in the office of the Secretary of State of North Carolina on April 5, 1933 and filed for recording with the Clerk of the Superior Court, Guilford County, North Carolina, on April 6, 1933; and

WHEREAS, said North Carolina Theatres by its certificate of decrease of capital and certificate of amendment of certificate of incorporation filed in the office of the Secretary of State of North Carolina on December 7, 1949 and filed for recording with the Clerk of the Superior Court, Guilford County, North Carolina, on December 8, 1949, has an authorized capital stock consisting of five thousand two hundred fifty (5,250) shares of common stock of the par value of ten dollars (\$10.00) each, all of one class, amounting in the aggregate to fifty two thousand five hundred dollars (\$52,500.00) of which stock five thousand two hundred fifty (5,250) shares are now issued and outstanding; and

WHEREAS, said Palmetto 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 Palmetto by its charter has an authorized capital stock consisting of one hundred (100) shares of common stock of the par value of one hundred dollars (\$100.00) each, all of one class, amounting in the aggregate to ten thousand dollars (\$10,000.00), of which stock one hundred (100) shares are now issued and outstanding; and

WHEREAS, said Savannah Theatres was duly organized under and by virtue of the laws of Delaware, its certificate of incorporation having been filed in the office of the Secretary of State of Delaware on July 16, 1923 and recorded in the office of the Recorder of Deeds for the County of New Castle on July 17, 1923; and

WHEREAS, said Savannah Theatres by its certificate of incorporation has an authorized capital stock consisting of fifteen hundred (1500) shares of common stock without nominal or par value, five hundred (500) shares being designated as class "A" Stock, five hundred (500) shares being designated as Class "B" Stock and five hundred (500) shares being designated as Class "C" Stock, of which there are issued and outstanding five hundred (500) shares of Class "A" Stock, five hundred (500) shares of Class "B" Stock and five hundred (500) shares of