

I, Franklin Feinstein, Secretary of ABC Southeastern Theatres, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of all of the other parties thereto was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholder holding 1,000 shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholder of said ABC Southeastern Theatres, Inc., and the duly adopted agreement and act of the said corporation.

Witness my hand and seal of said ABC Southeastern Theatres, Inc. on this 14th day of August, 1970.

s/ Franklin Feinstein  
Secretary

(Corporate Seal)