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I, Franklin Feinstein, Secretary of North Carolina Theatres, Incorporated, a corporation organized and existing under the laws of the State of North Carolina, 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 55-63 of the North Carolina Business Corporation Act, by the unanimous written consent of the stockholder holding 5,250 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 North Carolina Theatres, Incorporated, and the duly adopted agreement and act of the said corporation.

WITNESS my hand and seal of said North Carolina Theatres, Incorporated on this 14th day of August, 1970.

s/ Franklin Feinstein
Secretary

(Corporate Seal)

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