

I, Franklin Feinstein, Secretary of The Palmetto Theatre Company, a corporation organized and existing under the laws of the State of South 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 12-16.18 of the South Carolina Supplement Code of 1962, by the unanimous written consent of the stockholder holding 100 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 The Palmetto Theatre Company, and the duly adopted agreement and act of the said corporation.

WITNESS my hand and seal of said The Palmetto Theatre Company on this 14th day of August, 1970.

s/ Franklin Feinstein  
Secretary

(Corporate Seal)

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