

VA 10 10

THE ABOVE AGREEMENT AND PLAN OF MERGER, having been executed
behalf of each corporate party thereto, and having been adopted separately
by each corporate party thereto, in accordance with the provisions of the
General Corporation Law of the State of Delaware, the North Carolina Business
Corporation Act, the South Carolina Business Corporation Act of 1962 and the Tennes-
see General Corporation Act, the Vice President of each corporate party thereto
does now hereby execute the said Agreement and Plan of Merger and the Secretary
or Assistant Secretary of each corporate party thereto does now hereby attest
the said Agreement and Plan of Merger under the corporate seals of their respec-
tive corporations, by authority of the directors and stockholder thereof, as
the respective act, deed and agreement of each of said corporations, on this
14th day of August, 1970.

ABC SOUTHEASTERN THEATRES, INC.

(Corporate Seal)

By s/ Bernard Levy
Bernard Levy, Vice President

ATTEST:

By s/ Franklin Feinstein
Franklin Feinstein, Secretary

THE CAROLINA AMUSEMENT COMPANY

(Corporate Seal)

By s/ Bernard Levy
Bernard Levy, Vice President

ATTEST:

By s/ Franklin Feinstein
Franklin Feinstein, Secretary

CHARLOTTE AMUSEMENT COMPANY

(Corporate Seal)

By s/ Bernard Levy
Bernard Levy, Vice President

ATTEST:

By s/ Franklin Feinstein
Franklin Feinstein, Secretary

4328 RV-2