

STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE

I, GLENN C. KENTON, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Agreement of Merger of the "GREENVILLE ENTERPRISES, INCORPORATED", "THE CAROLINA AMUSEMENT COMPANY" and "THE PALMETTO THEATRE COMPANY", corporations organized and existing under the laws of the State of South Carolina, "CHARLOTTE AMUSEMENT COMPANY", "NORTH CAROLINA THEATRES, INCORPORATED" and "STRAID THEATRE, INCORPORATED", corporations organized and existing under the laws of the State of North Carolina, "CHARLOTTESVILLE-PERRY THEATRES, INC.", "EASTENN THEATRES, INC.", "KINGSUL THEATRES, INC." and "KNOWTEEN THEATRES, INC.", corporations organized and existing under the laws of the State of Tennessee, "DOMINION THEATRES, INC." and "SAVANNAH THEATRES COMPANY", corporations organized and existing under the laws of the State of Delaware, merging with and into the "ABC SOUTHEASTERN THEATRES, INC.", a corporation organized and existing under the laws of the State of Delaware, under the name of "ABC SOUTHEASTERN THEATRES, INC.", as received and filed in this office the twenty-eighth day of September, A.D. 1970, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover this fifth day of September in the year of our Lord one thousand nine hundred and seventy-eight.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

*Assistant Secretary*

RECORDED OCT 24 1978

at 12:57 P.M.

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Assistant Secretary of State

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