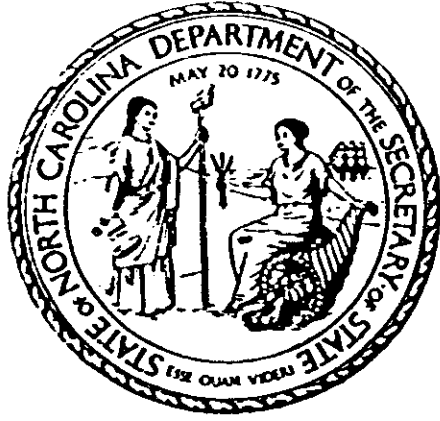


STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (8 sheets) to be a true copy of

ARTICLES OF MERGER

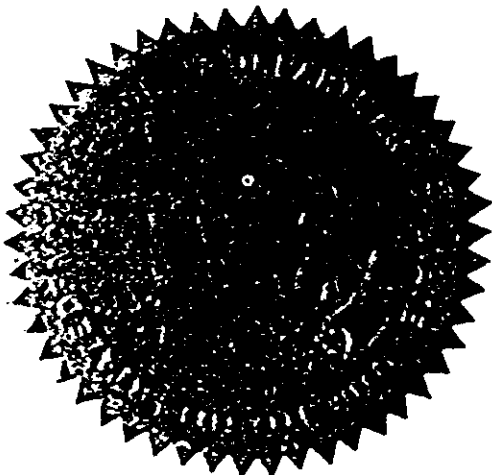
OF

LAS ADVERTISING AGENCY, INC., CIRCLE DRIVE-IN THEATRE, INCORPORATED, SOUTH DRIVE EATERS, INC., TWIN CITY ENTERPRISES, INC., MOVIE EXHIBITORS, INC., FLAMINGO THEATRE AND UNIVERSITY THEATER, INC. INTO MULTI-CINEMA, LTD.

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this _____ 4th day of _____ May, _____ in the year of our Lord 19 81.



[Signature]
Secretary of State

By *[Signature]*
Deputy Secretary of State

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