



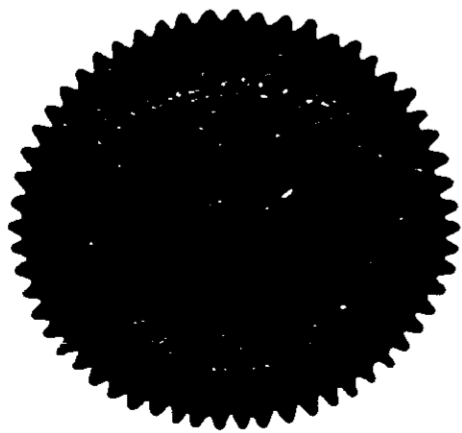
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Merger of the "MARTIN THEATRES,
INC.", a corporation organized and existing under the laws of the State of
Georgia, merging with and into the "MARTIN CINEMAS, INC.", a corporation
organized and existing under the laws of the State of Delaware, under the
name of "MARTIN THEATRES, INC.", was received and filed in this office the
fifteenth day of April, A.D. 1982, 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 twenty-seventh *day*
of April *in the year of our Lord*
one thousand nine hundred and eighty-two.



FORM 122

Glenn C. Kenton
Glenn C. Kenton, Secretary of State