

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
MARTIN CINEMAS, INC.

The undersigned, as sole incorporator, having filed an original Certificate of Incorporation under the name MARTIN CINEMAS, INC. with the Secretary of State of the State of Delaware on April 2, 1982 thereby forming a corporation under and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), does hereby certify that:

- (1) the undersigned is the sole incorporator of Martin Cinemas, Inc.;
- (2) Martin Cinemas, Inc. has not issued, or received any payment for, any shares of its stock;
- (3) no directors of Martin Cinemas, Inc. were named in its original Certificate of Incorporation and none have been elected;
- (4) this Certificate of Amendment is filed pursuant to Section 241 of the General Corporation Law of the State of Delaware; and
- (5) the undersigned does hereby amend in its entirety the Certificate of Incorporation of Martin Cinemas, Inc. to read as follows:

FIRST: The name of the Corporation (hereinafter called the "Corporation") is

MARTIN CINEMAS, INC.

(CONTINUED ON NEXT PAGE)