

CERTIFICATE OF MERGER

OF

MARTIN THEATRES, INC., a Georgia corporation

INTO

MARTIN CINEMAS, INC., a Delaware corporation

I.

The name and state of incorporation of each of the constituent corporations are: Martin Theatres, Inc., a Georgia corporation ("MTI") and Martin Cinemas, Inc., a Delaware corporation ("MCI").

II.

That certain Asset Sales Agreement (the "Agreement"), dated as of April 15, 1982, between MTI and MCI, whereby MTI has agreed to merge into MCI, has been approved, adopted, certified, executed and acknowledged by MTI and MCI in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

III.

Pursuant to the Agreement, Martin Cinemas, Inc. shall be the surviving corporation with its name changed to "Martin Theatres, Inc."

IV.

The Certificate of Incorporation of Martin Cinemas, Inc., amended only to change the name of Martin Cinemas, Inc. to "Martin Theatres, Inc.", shall be the Certificate of Incorporation of the surviving corporation.

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