

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER made and entered into this 18th day of December, 1972, (hereinafter referred to as the "Plan of Merger") by and between MARTIN THEATRES OF GEORGIA, INC., a Georgia corporation (hereinafter referred to as "Georgia"), and STAR THEATRES, INC., a South Carolina corporation (hereinafter referred to as "Star"), (said corporations being hereinafter referred to as the "Constituent Corporations").

W I T N E S S E T H :

WHEREAS, Georgia is a corporation duly organized and validly existing under the Laws of the State of Georgia; and

WHEREAS, Star is a corporation duly organized and validly existing under the Laws of the State of South Carolina; and

WHEREAS, the Boards of Directors of each of said corporations deem it advisable and for the benefit of each of said corporations and their respective shareholders that Star merge itself into Georgia;

NOW THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the approval and adoption of this Agreement by the respective shareholders of each of the Constituent Corporations that Star be merged into Georgia (hereinafter sometimes referred to as the "surviving corporation"), the corporate existence of which shall be continued under the same name and thereafter the individual existence of Star shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

1. The acts and things required to be done by the Georgia Business Corporation Code and by South Carolina Corporation Act of 1962, in order to make this Agreement effective,