

... filed in the office of the Secretary of State of Delaware on June 24, 1970 and recorded in the office of the Recorder of Deeds for the County of New Castle on June 24, 1970; and

WHEREAS, said ABC Southeastern, by its certificate of amendment of certificate of incorporation which was filed in the office of the Secretary of State of Delaware on December 5, 1969, and recorded in the office of the Recorder of Deeds for the County of New Castle on December 5, 1969, has an authorized capital stock consisting of one thousand (1,000) shares of common stock without nominal or par value, of which stock one thousand (1,000) shares are now issued and outstanding and such shares shall remain issued and outstanding; and

WHEREAS, said Atlanta Enterprises was duly organized under and by virtue of the laws of Georgia, its charter having been granted by an Order of the Superior Court of Fulton County, Georgia, on December 19, 1919; and

WHEREAS, said Atlanta Enterprises, by its petition for an amendment of its charter, granted by an Order of the Superior Court of Fulton County, Georgia, on October 21, 1936 has an authorized capital stock consisting of twelve thousand (12,000) shares of common stock of the par value of five dollars (\$5.00) each, all of one class, amounting in the aggregate to sixty thousand dollars (\$60,000.00) of which stock twelve thousand (12,000) shares are now issued and outstanding; and

WHEREAS, said Birmingham Theatre was duly organized under and by virtue of the laws of Florida, its certificate of incorporation having been filed in the office of the Secretary of State of Florida on May 4, 1933; and

WHEREAS, said Birmingham Theatre by its Certificate of Reduction of Capital and Certificate of Amendment to the Certificate of Incorporation filed in the office of the Secretary of State of Florida on December 6, 1969, has an authorized capital stock consisting of sixty (60) shares of common stock without nominal or par value, all of one class, of which stock sixty (60) shares are now issued and outstanding; and

WHEREAS, said Birm-In Theatres was duly organized under and by virtue of the laws of Florida, its certificate of incorporation having been filed in the office of the Secretary of State of Florida on May 2, 1941; and

WHEREAS, said Birm-In Theatres by its certificate of incorporation has an authorized capital stock consisting of one hundred (100) shares of common stock without nominal or par value, all of one class, of which stock one hundred (100) shares are now issued and outstanding; and

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