

CERTIFICATE OF INCORPORATION
OF
ABC SOUTHEASTERN THEATRES, INC.

FIRST: The name of this corporation is
ABC SOUTHEASTERN THEATRES, INC.

SECOND: Its principal office and place of business in
the State of Delaware is located at No. 100 West Tenth Street, in
the City of Wilmington, County of New Castle. The name and address
of its resident agent is The Corporation Trust Company, No. 100
West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes
proposed to be transacted, promoted or carried on are:

(a) To conduct and carry on the business of theatrical
proprietors, music hall proprietors, caterers for public entertain-
ments, concerts and public exhibitions, moving picture and other
variety entertainments, and to provide, engage and employ actors,
dancers, singers, variety performers, athletes and theatrical and
musical artists, and to produce and present to the public all manner
of shows, exhibitions and amusements, usual or unusual, which are or
may be produced at a theatre, music hall or other public or private
place of entertainment.

(b) To purchase, own, produce and present, and to license
others to produce and present theatrical plays, motion pictures,
dramas, musical comedies and operas, and to acquire and to hold,
sell, assign and transfer copyright and uncopyrighted plays and
operas.

(c) To acquire, produce and present, and to license others to

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