

V.

The Agreement is on file at the principal place of business of MCI, which is located at 1308 Broadway, Columbus, Georgia 31901.

VI.

A copy of the Agreement will be furnished by MCI, on request and without cost, to any stockholder of MCI or MTI.

VII.

The authorized capital stock of MTI consists of 7500 shares of common stock, without par value.

MARTIN THEATRES, INC.

[Corporate Seal]

By

Attest:

MARTIN CINEMAS, INC.

[Corporate Seal]

By

Attest:

(CONTINUED ON NEXT PAGE)