

of each corporate party thereto, and having been duly authorized by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Indiana, the Florida General Corporation Law, and the Georgia Business Corporation Code, the Vice President and Secretary or Assistant Secretary of each corporate party thereto does now hereby execute the said Agreement and Plan of Merger and the Secretary or Assistant Secretary of each corporate party thereto does now hereby attest the said Agreement and Plan of Merger, under the corporate seals of their respective corporations, by authority of the stockholder thereof, as the respective act, deed and agreement of each of said corporations, on this 10th day of November, 1970.

ABC SOUTHEASTERN THEATRES, INC.

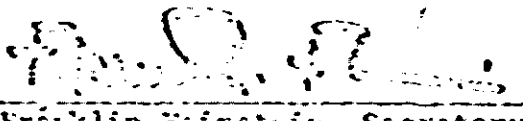
(Corporate Seal)

By

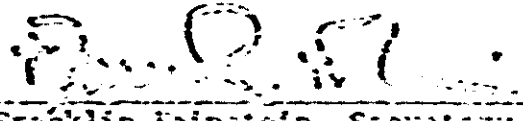
  
Bernard Levy, Vice President

ATTEST:

By

  
Franklin Feinstein, Secretary

By

  
Franklin Feinstein, Secretary

ATHENA ENTERPRISES, INC.

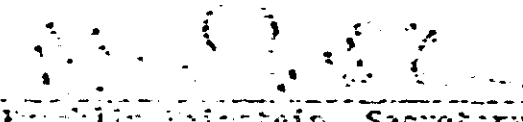
(Corporate Seal)

By

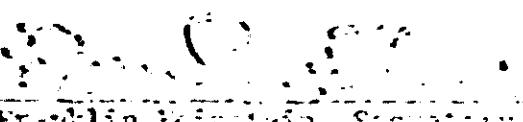
  
Bernard Levy, Vice President

ATTEST:

By

  
Franklin Feinstein, Secretary


By

  
Franklin Feinstein, Secretary

BIRMINGHAM THEATRE OPERATING COMPANY

(Corporate Seal)

By

  
Bernard Levy, Vice President

ATTEST:

By

  
Franklin Feinstein, Secretary

By

  
Franklin Feinstein, Secretary

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