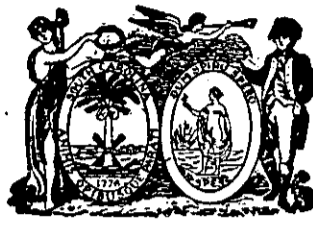


State of South Carolina

RECORDED
NOV 13 2 41 PM 1958
CLLIE... WORTH
S.C.



Office of the
Secretary of State

I, O. Frank Thornton, Secretary of State of the State of South Carolina, hereby certify: THAT THE ATTACHED AGREEMENT OF MERGER, BEING NOW THE CHARTER OF STAR THEATRES, INC., TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE RECORDS ON FILE IN THIS OFFICE UNDER DOMESTIC CORPORATION FILE NUMBER 31908



Given under my Hand and the Great Seal of the State at Columbia this 5th day of November, A. D., 1958, and in the one hundred and 83rd year of the Independence of the United States of America.

O. Frank Thornton
O. Frank Thornton
Secretary of State

(Continued on next page)

for merger agreement see Deed Book 610 Page 279