

RECEIVED  
FEDERAL COMMUNICATIONS COMMISSION  
NOV 13 1973

AGENCIES OF THE BIRMINGHAM, DATED THIS 8th day of November, 1973,

pursuant to Section 252 of the Cable Television Law of the State of Alabama,

File #22702 where, Section 603.21 of the Florida General Corporation Act,

Paid \$4500 22-1025 of the Georgia Business Corporation Code, and ABC

1-18-71 THEATRES, INC. ("ABC Southeastern"), a Delaware corporation,

C Enterprises, Inc. ("Atlanta Enterprises"), a Georgia corporation, Birmingham

Theatre Operating Company ("Birmingham Theatre"), a Florida corporation, Drive-

24 In Theatres of S. C., Inc. ("Drive-In Theatres"), a Florida corporation, and

Rebel Poster Exchange, Inc. ("Rebel Poster"), a Florida corporation.

WHEREAS, ABC Theatre Holdings, Inc., a Delaware corporation, is the bene-

ficial and record owner of all of the issued and outstanding stock of each of

the constituent corporations, parties hereto, except for Birmingham Theatre,

all of the issued and outstanding shares of which are owned beneficially and

of record by ABC Southeastern, the last named corporation being a constituent

corporation, a party hereto, and a wholly-owned subsidiary of ABC Theatre Hold-

ings, Inc., as aforesaid; and

WHEREAS, the Board of Directors of each of the constituent corporations,

parties hereto, to the end that greater efficiency and economy in the manage-

ment of the business carried on by each corporation may be accomplished, deem

it advisable, and generally to the advantage and welfare of said corporations

and their respective shareholders and employees, merge into a single

corporation; and

WHEREAS, said ABC Southeastern was duly organized under and by virtue

of the laws of the State of Delaware, its certificate of incorporation having

been filed in the office of the Secretary of State of Delaware on March 18, 1931

and recorded in the office of the Register of Deeds for the County of New Castle

on March 18, 1931 under the name "Publix Wally Pictures, Inc.", which name was

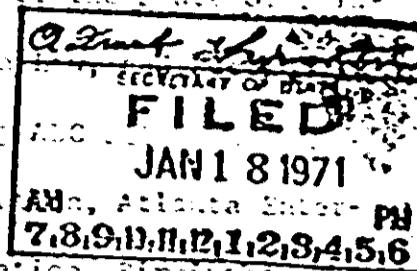
changed to "ABC Pictures, Inc." pursuant to a certificate of amendment of

certificate of incorporation filed in the office of the Secretary of State of Del-

aware on April 10, 1948 and recorded in the office of the Register of Deeds for the

County of New Castle on April 10, 1948, and changed to "ABC Pictures, Inc."

WHEREAS, said certificate of amendment of certificate of incor-



OR  
—  
OR  
O-

4328 RV.23