

State of Delaware



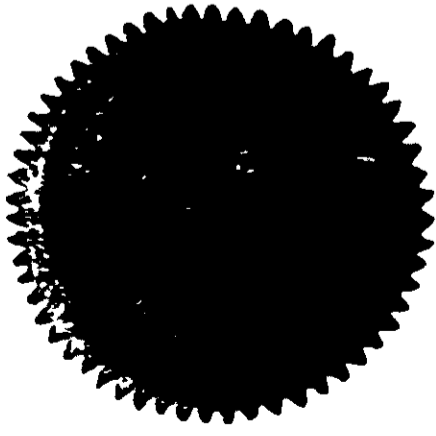
Office of Secretary of State

J. Eugene Bunting, Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing is a true and correct copy of Certificate of Agreement of Merger of the "ATLANTA ENTERPRISES, INC.", a corporation organized and existing under the laws of the State of Georgia, and "BIRMINGHAM THEATRE OPERATING COMPANY", "DRIVE-IN THEATRES OF S. C. , INC.", and "REBEL POSTER EXCHANGE, INC.", corporations organized and existing under the laws of the State of Florida, merging with and into the "ABC SOUTHEASTERN THEATRES, INC.", a corporation organized and existing under the laws of the State of Delaware, under the name of "ABC SOUTHEASTERN THEATRES, INC.", as received and filed in this office the seventeenth day of December, A.D. 1970, at 10 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this eleventh day of January in the year of our Lord one thousand nine hundred and seventy-one.



Eugene Bunting

Secretary of State

R. H. Caldwell

Act Secretary of State

1970

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