

I, GRIFFITH W. FOXLEY, an Assistant Secretary of ABC SOUTHEASTERN THEATRES, INC., a Delaware corporation (hereinafter referred to as "Southeastern") do hereby certify as follows:

1. That Southeastern was duly incorporated under and by virtue of the laws of the State of Delaware on March 18, 1931 under the name of Publix Wilby Theatres, Inc. which name was changed to Alabama Theatres, Inc. pursuant to Amendment of Certificate of Incorporation effective April 13, 1933; that pursuant to Amendment of Certificate of Incorporation of Southeastern, the name of said corporation was changed from Alabama Theatres, Inc. to ABC Southeastern Theatres, Inc. effective June 24, 1970.

2. That attached hereto and marked as Exhibit A is a true and correct copy of Agreement and Plan of Merger dated August 14, 1970 pursuant to which the following corporations were merged with and into Southeastern with Southeastern being the surviving corporation, said merger being effective on October 4, 1970:

- (a) The Carolina Amusement Company, a South Carolina corporation;
- (b) Charlotte Amusement Company, a North Carolina corporation;
- (c) Charlottesville-Perry Theatres, Inc., a Tennessee corporation;
- (d) Dominion Theatres, Inc., a Delaware corporation;
- (e) Eastenn Theatres, Inc., a Tennessee corporation;
- (f) Greenville Enterprises, Incorporated, a South Carolina corporation;
- (g) Kingsul Theatres, Inc., a Tennessee corporation;
- (h) Knoxtenn Theatres, Inc., a Tennessee corporation;
- (i) North Carolina Theatres, Incorporated,

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