

- a North Carolina corporation;
- (j) The Palmetto Theatre Company, a Delaware corporation; and
- (k) Strand Theatre Incorporated, a North Carolina corporation

Evidence of the filing of such Agreement and Plan of Merger with the Secretary of State of Delaware is attached to Exhibit A.

3. That attached hereto and marked as Exhibit B is a true and correct copy of Agreement and Plan of Merger dated November 9, 1970 pursuant to which the following corporations were merged with and into Southeastern with Southeastern being the surviving corporation, said merger being effective January 3, 1971:

- (a) Atlanta Enterprises, Inc., a Georgia corporation;
- (b) Birmingham Theatre Operating Company, a Florida corporation;
- (c) Drive-In Theatres of S.C., Inc., a Florida corporation; and
- (d) Rebel Poster Exchange, Inc., a Florida corporation

Evidence of the filing of such Agreement and Plan of Merger with the Secretary of State of Delaware is attached to Exhibit B.

4. That attached hereto and marked as Exhibit C is a true and correct copy of Certificate of Ownership and Merger dated December 14, 1973 pursuant to which Johnson City Enterprises, Inc., a Delaware corporation was merged with and into Southeastern with Southeastern being the surviving corporation, said merger being effective December 29, 1973. Evidence of the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware is attached to Exhibit C.

5. That attached hereto and marked as Exhibit D is a true and correct copy of Certificate of Ownership and Merger