

respectively. The merged corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporations or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this agreement and plan, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the Vice President and attested by the Secretary or Assistant Secretary of each party hereto, and the corporate seal affixed.

ABC SOUTHEASTERN THEATRES, INC.

(Corporate Seal)

By s/ Bernard Levy  
Bernard Levy, Vice President

ATTEST:

By s/ Franklin Feinstein  
Franklin Feinstein, Secretary

THE CAROLINA AMUSEMENT COMPANY

(Corporate Seal)

By s/ Bernard Levy  
Bernard Levy, Vice President

ATTEST:

By s/ Franklin Feinstein  
Franklin Feinstein, Secretary

CHARLOTTE AMUSEMENT COMPANY

(Corporate Seal)

By s/ Bernard Levy  
Bernard Levy, Vice President