

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

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BE IT REMEMBERED that on this 14th day of August, 1970, personally came before me, a Notary Public in and for the County and State aforesaid, Bernard Levy, Vice President of each of ABC Southeastern Theatres, Inc., a Delaware corporation, The Carolina Amusement Company, a South Carolina corporation, Charlotte Amusement Company, a North Carolina corporation, Charlottesville-Perry Theatres, Inc. a Tennessee corporation, Dominion Theatres, Inc., a Delaware corporation, Eastenn Theatres, Inc. a Tennessee corporation, Greenville Enterprises, Incorporated, a South Carolina corporation, Kingsul Theatres, Inc., a Tennessee corporation, Knoxtenn Theatres, Inc., a Tennessee corporation, North Carolina Theatres, Incorporated, a North Carolina corporation, The Palmetto Theatre Company, a South Carolina corporation, Savannah Theatres Company, a Delaware corporation, and Strand Theatre, Incorporated, a North Carolina corporation, and he duly executed said Agreement and Plan of Merger before me and acknowledged the said Agreement and Plan of Merger to be his act and deed and the act and deed of each of said corporations and the facts stated therein are true; and that the common or corporate seal of each of said corporations has been affixed to said Agreement and Plan of Merger and attested by the Secretary or Assistant Secretary of each of said corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(SEAL)

s/ William F. Finnegan
Notary Public
WILLIAM F. FINNEGAN
NOTARY PUBLIC, State of New York
No. 30 1220935
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1971