VOL 964 PAGE 247

4. The surviving corporation will promptly pay to the dissenting shareholders of any participating domestic corporation the amount, if any, to which they are entitled under the provisions of Section 12-16.27 of the South Carolina Code of Laws, 1962 with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its president and secretary, as of the /f day of December, 1972.

MARTIN THEATRES OF GEORGIA, INC.

By Mand f Thike
Frank L. Brady, President

By Morris Sher, Secretary

STAR THEATRES, INC.

By Mans L. Brady, President

Morris Sher, Secretary

(Continued on next page)