

PLAN AND AGREEMENT OF MERGER, dated December 21, 1973, adopted and made by and between the CONSOLIDATED THEATRES INCORPORATED (hereinafter called "Consolidated"), party of the first part, and AUGUSTA ROAD DRIVE-IN THEATRE CORPORATION; CHARLESTON DRIVE-IN THEATRE CORPORATION; ETON CORPORATION; NORTHWEST THEATRE CORPORATION; and TEXTILE AMUSEMENT COMPANY, INC. (hereinafter collectively called the "Merging Companies"), parties of the second part. All corporations which are parties to this merger are hereinafter collectively designated as the "constituent corporations".

W I T N E S S E T H:

Consolidated is a corporation duly organized under the laws of the State of North Carolina, and has its principal office in Charlotte, North Carolina. The present authorized capital stock of Consolidated consists of 10,000 shares of Common Stock of the par value of \$10.00 each, of which 300 shares have been issued and are now outstanding.

The Merging Companies are corporations duly organized under the laws of the State of South Carolina with a principal place of business in the State of South Carolina. The amount of authorized capital stock, the par value and the number of issued and outstanding shares of such capital stock of each of the Merging Companies are set forth in Appendix A hereto, which Appendix A is incorporated herein and by reference made a part hereof.

A majority of the entire Board of Directors of each of the parties hereto has approved this Plan and Agreement of Merger and has authorized the execution hereof in counterparts.