

ATTEST: I, [Signature], dated this 8th day of November, 1970,

pursuant to Section 252 of the General Corporation Law of the State of Florida

File #2702

Paid \$45.00

1-18-71

SECRETARY OF STATE
FILED
JAN 18 1971
ABC
Attn: Atlanta Enter-PR
7,8,9,10,11,12,1,2,3,4,5,6

C B

24

22-1035 of the Georgia Business Corporation Code, and

THEATERS, INC. ("ABC Southeastern"), a Delaware corpora-

prises, Inc. ("Atlanta Enterprises"), a Georgia corporation, Bir-

atre Operating Company ("Birmingham Theatre"), a Florida corporation, Drive-

In Theatres of S. C., Inc. ("Drive-In Theatres"), a Florida corporation, and

Rebel Poster Exchange, Inc. ("Rebel Poster"), a Florida corporation.

WHEREAS, ABC Theatre Holdings, Inc., a Delaware corporation, is the bene-

ficial and record owner of all of the issued and outstanding stock of each of

the constituent corporations, parties hereto, except for Birmingham Theatre,

all of the issued and outstanding shares of which are owned beneficially and

of record by ABC Southeastern, the last named corporation being a constituent

corporation, a party hereto, and a wholly-owned subsidiary of ABC Theatre Hold-

ings, Inc., as aforesaid; and

WHEREAS, the Board of Directors of each of the constituent corporations,

parties hereto, to the end that greater efficiency and economy in the manage-

ment of the business carried on by each corporation may be accomplished, deem

it advisable, and generally to the advantage and welfare of said corporations

and their respective stockholders that said corporations merge into a single

corporation; and

WHEREAS, said ABC Southeastern was duly organized under and by virtue

of the laws of the State of Delaware, its certificate of incorporation having

been filed in the office of the Secretary of State of Delaware on March 15, 1931

and recorded in the office of the Recorder of Deeds for the County of New Castle

on March 15, 1931 under the name "Public Utility Theatres, Inc.", which name was

changed to "Birmingham Theatres, Inc." pursuant to a certificate of amendment of

certificate of incorporation filed in the office of the Secretary of State of Del-

aware on April 10, 1933 and recorded in the office of the Recorder of Deeds for the

County of New Castle on April 13, 1933, and subsequently changed to "ABC Southeastern

Inc." pursuant to a certificate of amendment of certificate of incor-

poration filed in the office of the Secretary of State of Delaware on

8190

4328 RV.21