

I, Franklin Feinstein, Secretary of Drive-In Theatres of S. C., Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by Bernard Levy, pursuant to authority duly granted at a special stockholders meeting by the owner of record of all of the outstanding stock of said corporation, and having been signed on behalf of all of the other parties thereto, was duly submitted to the sole stockholder of Drive-In Theatres of S. C., Inc., at a special meeting of said stockholder called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by the sole stockholder, for the purpose of considering and taking action upon said Agreement and Plan of Merger, that 1250 shares of Class A stock and 1250 shares of Class B stock of said corporation were on said date issued and outstanding having voting power and that the proposed agreement and plan of merger was approved by the sole stockholder by an affirmative vote representing all of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the sole stockholder of said Drive-In Theatres of S. C., Inc., and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said Drive-In Theatres of S. C., Inc. on this 18th day of November, 1970.



Secretary

(CORPORATE SEAL)