

registered agent of said Knoxtenn in the State of Tennessee is C T Corporation System, Hamilton National Bank Building, Knoxville, Tennessee 37902; the registered office of said North Carolina Theatres in the State of North Carolina is located at 800 Johnston Building in the City of Charlotte, County of Mecklenburg, and the name of its registered agent at said address is R. L. Huffman; the registered office of said Palmetto in the State of South Carolina is located at the Palmetto Theatre Building, 1417 Main Street, City of Columbia, County of Richland, and the name of its registered agent at such address is Warren Irvin; the registered office of said Savannah Theatres in the State of Delaware is located at 100 West 10th Street in the City of Wilmington, County of New Castle, and the name of its registered agent at said address is The Corporation Trust Company; and the registered office of said Strand in the State of North Carolina is located at 800 Johnston Building, in the City of Charlotte, County of Mecklenburg, and the name of its registered agent at said address is R. L. Huffman;

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: ABC Southeastern hereby merges into itself Carolina Amusement, Charlotte Amusement, Charlottesville-Perry, Dominion, Eastenn, Greenville, Kingsul, Knoxtenn, North Carolina Theatres, Palmetto, Savannah Theatres and Strand, and said Carolina Amusement, Charlotte Amusement, Charlottesville-Perry, Dominion, Eastenn, Greenville, Kingsul, Knoxtenn, North Carolina Theatres, Palmetto, Savannah Theatres and Strand, shall be and hereby are merged into ABC Southeastern, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of ABC Southeastern, as heretofore amended and as in effect on the date of merger provided for in this agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The capital stock of the constituent corporations, (all of said stock outstanding being owned by ABC Theatre Holdings, Inc., a Delaware corporation, except for the capital stock of Charlottesville-Perry and Kingsul, all of which is owned, respectively, by Dominion and ABC Southeastern, both of the last named corporations being constituent corporations wholly owned by said ABC Theatre Holdings, Inc.) shall be dealt with as follows:

(a) No cash or other consideration shall be paid or delivered for the

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