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SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF MERGER

Among

MULTI-CINEMA, LTD.

and

ATLAS ADVERTISING AGENCY, INC.

and

CIRCLE DRIVE-IN THEATRE, INCORPORATED

and

SOUTH DRIVE IN THEATERS, INC.

and

TWIN CITY ENTERPRISES, INC.

and

MOVIE EXHIBITORS, INC.

and

FLAMINGO THEATRES, INC.

and

UNIVERSITY THEATER, INC.

I.

The Plan of Merger of Multi-Cinema, Ltd., Atlas Advertising Agency, Inc., Circle Drive-In Theatre, Incorporated, South Drive In Theaters, Inc., Twin City Enterprises, Inc., Movie Exhibitors, Inc., Flamingo Theatres, Inc. and University Theater, Inc. is as follows:

1. The Names of the eight corporations duly organized and existing under the laws of the State of North Carolina hereby proposing to merge are Multi-Cinema, Ltd. (hereinafter referred to as "Multi"), Atlas Advertising Agency, Inc. (hereinafter referred to as "Atlas"), Circle Drive-In Theatre, Incorporated (hereinafter referred to as "Circle"), South Drive In Theaters, Inc. (hereinafter referred to as "South"), Twin City Enterprises, Inc. (hereinafter referred to as "Twin-City"), Movie Exhibitors, Inc. (hereinafter referred to as "Movie"), Flamingo Theatres, Inc. (hereinafter referred to as "Flamingo"), and University Theater, Inc. (hereinafter referred to as "University"); and it is proposed that Atlas, Circle, South, Twin-City, Movie, Flamingo and University be merged into Multi, which is hereinafter designated as the surviving corporation.

2. The name of the surviving corporation is and shall be Multi-Cinema, Ltd. and it shall continue to exist under and be governed by the laws of the State of North Carolina.

3. The terms and conditions of this merger are:

a. All of the assets of Atlas, Circle, South, Twin-City, Movie, Flamingo, and University shall by transfer or operation of law become the property of Multi.

b. Multi shall assume all liabilities and obligations of every character and kind of Atlas, Circle, South, Twin-City, Movie, Flamingo and University.

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