

II.

As to each corporation, the number of shares outstanding is as follows:

<u>NAME OF CORPORATION</u>	<u>NO. OF SHARES OUTSTANDING</u>
Multi-Cinema, Ltd.	30
Atlas Advertising Agency, Inc.	33
Circle Drive-In Theatre, Incorporated	100
South Drive In Theaters, Inc.	1,000
Twin City Enterprises, Inc.	18
Movie Exhibitors, Inc.	36
Flamingo Theatres, Inc.	2
University Theater, Inc.	45

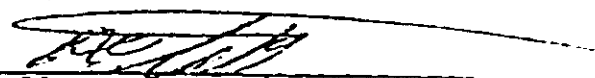
III.

The number of shares of each corporation voting for and against the Plan of Merger were as follows:

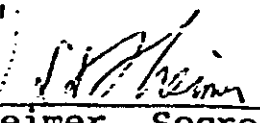
<u>NAME OF CORPORATION</u>	<u>NO. OF SHARES VOTING</u>	
	<u>FOR</u>	<u>AGAINST</u>
Multi-Cinema, Ltd.	30	-0-
Atlas Advertising Agency, Inc.	33	-0-
Circle Drive-In Theatre, Incorporated	100	-0-
South Drive In Theaters, Inc.	1,000	-0-
Twin City Enterprises, Inc.	18	-0-
Movie Exhibitors, Inc.	36	-0-
Flamingo Theatres, Inc.	2	-0-
University Theater, Inc.	45	-0-

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed by their respective Presidents and Secretaries and their corporate seals affixed, this the 19th day of August, 1980.

MULTI-CINEMA, LTD.

BY: 
C. C. Talbert, President

ATTEST:


L. L. Theimer, Secretary