

WHEREAS, Plaza Theatre, Inc. was organized as a corporation under the laws of South Carolina on the 14th day of September, 1948, with an authorized capital of \$60,000.00, represented by 600 shares of common stock having a par value of \$100.00 per share, of which amount \$60,000.00 or 600 shares are now outstanding; and

WHEREAS, Star Theatres of Hendersonville, Inc. was organized as a corporation under the laws of North Carolina on the 4th day of April, 1950, with an authorized capital stock of \$50,000.00, represented by 500 shares of common stock having a par value of \$100.00 per share, of which amount \$4,500.00 or 45 shares are now outstanding; and

WHEREAS, upon the effective date hereof the name of the merged corporation shall be Star Theatres, Inc.; and

WHEREAS, Upon the effective date hereof the authorized capital stock of Star Theatres, Inc. will be \$200,000.00, represented by 2,000 shares of common stock of the par value of \$100.00 per share;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, it is agreed as follows:

(1) That upon the effective date of this merger, the corporate name of Star Theatres of Greenville, Inc. shall be changed to Star Theatres, Inc., which latter-named corporation shall maintain its corporate identity and name and its principal place of business in the City of Greenville, County of Greenville, State of South Carolina.

(2) That the amount of authorized capital stock of Star Theatres, Inc. shall be 200,000, representing 2,000 shares of common stock each having a par value of \$100.00 per share.

(3) That Star Theatres of Clemson, Inc. shall be and is hereby merged into Star Theatres, Inc., which latter-named corporation shall maintain its corporate identity and name and its principal place of business in the City of Greenville, County of Greenville, State of South Carolina.

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