

0007569.09
John Y. Brown III
Secretary of State
Received and Filed
03/22/2002 01:40 PM
Fee Receipt: \$50.00
states
MRG

ARTICLES OF MERGER

OF

- LOEWS BROOKFIELD CINEMAS, INC.**
- LOEWS GREENWICH CINEMAS, INC.**
- LOEWS HOLIDAY CINEMAS, INC.**
- LOEWS NORWALK CINEMAS, INC.**
- LOEWS POST CINEMAS, INC.**
- LOEWS WESTPORT CINEMAS, INC.**
- MOVIEHOUSE CINEMAS, INC.**
- PLAINVILLE CINEMAS, INC.**
- LOEWS ROLLING MEADOWS CINEMAS, INC.**
- NORTH STAR CINEMAS, INC.**
- ROSLMONT CINEMAS, INC.**
- SOUTH HOLLAND CINEMAS, INC.**
- LOEWS CLARKSVILLE CINEMAS, INC.**
- LOEWS NORGATE CINEMAS, INC.**
- CAMPUS CINEMAS, INC.**
- FLAT WOODS THEATER CORPORATION**
- I-75 THEATRES, INC.**
- J-TOWN CINEMAS, INC.**
- LEXINGTON MALL CINEMAS CORPORATION**
- LEXINGTON NORTH PARK CINEMAS, INC.**
- LEXINGTON SOUTH PARK CINEMAS, INC.**
- LOEWS KENTUCKY CINEMAS, INC.**
- LOEWS LOUISVILLE CINEMAS, INC.**
- MIDCIN, INC.**
- MIDTOWN CINEMA, INC.**
- OXMOOR CINEMAS, INC.**
- RACELAND CINEMAS, INC.**
- WESTLAND CINEMAS, INC.**
- BOSTON CINEMAS, INC.**
- MASSACHUSETTS CINEMA CORP.**
- METHUEN CINEMAS, INC.**
- NORTHERN NEW ENGLAND THEATRES, INC.**
- CROFTON QUAD CORPORATION**
- H&M CINEMA CORPORATION**
- MINNESOTA CINEMAS, INC.**
- BEAVER VALLEY CINEMAS, INC.**
- CINE WEST, INC.**
- CINEMA 275 EAST, INC.**
- CINEMA DEVELOPMENT CORPORATION**
- CINEMA INVESTMENTS, INC.**
- CONTINENT CINEMAS, INC.**
- D. H. GARFIELD ADVERTISING AGENCY, INC.**
- MICKEY AMUSEMENTS, INC.**

**MONTCLAIR CINEMAS, INC.
PLAZA CINEMAS, INC.
SALEM MALL THEATRE, INC.
SYCAMORE THEATRE, INC.
TIMES THEATRES CORPORATION
TOWNE CENTER CINEMAS, INC.
TRI-COUNTY CINEMAS, INC.
LOEWS FRONT STREET CINEMAS, INC.
NORTH VERSAILLES CINEMAS, INC.
LOEWS WORLDGATE CINEMAS, INC.
SPRINGFIELD CINEMAS, INC.**

WITH AND INTO

**PLITT THEATRES, INC.
(A Delaware Corporation)**

To the Secretary of State
Commonwealth of Kentucky:

Pursuant to Section 271B.11-070 of the Kentucky Business Corporation Act, the domestic business corporations and the foreign business corporations herein named do hereby submit the following Articles of Merger.

1. An Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements Section 271B.11-010 of the Kentucky Revised Statutes. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging the constituent corporations with and into Plitt Theatres, Inc. with Plitt Theatres, Inc. a Delaware corporation being the surviving corporation.
2. No shareholder vote was required. The Agreement and Plan of Merger was made pursuant to a provision contained in an order of the United States Bankruptcy Court for the Southern District of New York, In re Loews Complex Entertainment Corporation, et al., case numbers 01-40346 (ALG) through 01-40582(ALG) having jurisdiction over a proceeding for the reorganization of the constituent corporations, ordered and confirmed March 1, 2002.
3. The name and state of incorporation of each of the constituent corporations in the merger are as follows:

Name

Loews Brookfield Cinemas, Inc.
Loews Greenwich Cinemas, Inc.
Loews Holiday Cinemas, Inc.

**State of
Incorporation**

Connecticut
Connecticut
Connecticut

| | |
|---|---------------|
| Loews Norwalk Cinemas, Inc. | Connecticut |
| Loews Post Cinemas, Inc. | Connecticut |
| Loews Westport Cinemas, Inc. | Connecticut |
| Moviehouse Cinemas, Inc. | Connecticut |
| Plainville Cinemas, Inc. | Connecticut |
| Loews Rolling Meadows Cinemas, Inc. | Illinois |
| North Star Cinemas, Inc. | Illinois |
| Edgewater Cinemas, Inc. | Illinois |
| South Holland Cinemas, Inc. | Illinois |
| Loews Clarksville Cinemas, Inc. | Indiana |
| Loews Morgan Cinemas, Inc. | Indiana |
| Campus Cinemas, Inc. | Kentucky |
| Flat Woods Theater Corporation | Kentucky |
| I-75 Theatres, Inc. | Kentucky |
| K-Town Cinemas, Inc. | Kentucky |
| Lexington Mall Cinemas Corporation | Kentucky |
| Lexington North Park Cinemas, Inc. | Kentucky |
| Lexington South Park Cinemas, Inc. | Kentucky |
| Loews Kentucky Cinemas, Inc. | Kentucky |
| Loews Louisville Cinemas, Inc. | Kentucky |
| Midcity, Inc. | Kentucky |
| Middleton Cinema, Inc. | Kentucky |
| Gannox Cinemas, Inc. | Kentucky |
| Eastland Cinemas, Inc. | Kentucky |
| Westland Cinemas, Inc. | Kentucky |
| Boston Cinemas, Inc. | Massachusetts |
| Massachusetts Cinema Corp. | Massachusetts |
| Medford Cinemas, Inc. | Massachusetts |
| Northern New England Theatres, Inc. | Massachusetts |
| Clifton Quad Corporation | Maryland |
| H&M Cinema Corporation | Maryland |
| Minnesota Cinemas, Inc. | Minnesota |
| Beaver Valley Cinemas, Inc. | Ohio |
| Cine West, Inc. | Ohio |
| Cinema 275 East, Inc. | Ohio |
| Cinema Development Corporation | Ohio |
| Cinema Investments, Inc. | Ohio |
| Conitent Cinemas, Inc. | Ohio |
| D. H. Garfield Advertising Agency, Inc. | Ohio |
| Mickey Amusements, Inc. | Ohio |
| Montclair Cinemas, Inc. | Ohio |
| Plaza Cinemas, Inc. | Ohio |
| Salem Mall Theatre, Inc. | Ohio |
| Sycamore Theatre, Inc. | Ohio |
| Times Theatres Corporation | Ohio |

Tri-County Cinemas, Inc.
Loews Front Street Cinemas, Inc.
North Versailles Cinemas, Inc.
Loews Worldgate Cinemas, Inc.
Springfield Cinemas, Inc.
Plitt Theatres, Inc.

Ohio
Pennsylvania
Pennsylvania
Virginia
Virginia
Delaware

4. The merger of the constituent corporations with and into Plitt Theatres, Inc. is permitted by the laws of the jurisdiction of organization of Plitt Theatres, Inc. and has been authorized in compliance with said laws.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed on its behalf by a duly authorized officer or other representative, this 21st day of March, 2002.

Loews Brookfield Cinemas, Inc.
Loews Greenwich Cinemas, Inc.
Loews Holiday Cinemas, Inc.
Loews Norwalk Cinemas, Inc.
Loews Post Cinemas, Inc.
Loews Westport Cinemas, Inc.
Moviehouse Cinemas, Inc.
Plainville Cinemas, Inc.
Loews Rolling Meadows Cinemas, Inc.
North Star Cinemas, Inc.
Rosemont Cinemas, Inc.
South Holland Cinemas, Inc.
Loews Clarksville Cinemas, Inc.
Loews Norgate Cinemas, Inc.
Campus Cinemas, Inc.
Flat Woods Theater Corporation
I-75 Theatres, Inc.
J-Town Cinemas, Inc.
Lexington Mall Cinemas Corporation
Lexington North Park Cinemas, Inc.
Lexington South Park Cinemas, Inc.
Loews Kentucky Cinemas, Inc.
Loews Louisville Cinemas, Inc.
Midcin, Inc.
Midtown Cinema, Inc.
Oxmoor Cinemas, Inc.
Raceland Cinemas, Inc.

Westland Cinemas, Inc.
Boston Cinemas, Inc.
Massachusetts Cinema Corp.
Methuen Cinemas, Inc.
Northern New England Theatres, Inc.
Crofton Quad Corporation
H&M Cinema Corporation
Minnesota Cinemas, Inc.
Beaver Valley Cinemas, Inc.
Cine West, Inc.
Cinema 275 East, Inc.
Cinema Development Corporation
Cinema Investments, Inc.
Continent Cinemas, Inc.
D. H. Garfield Advertising Agency, Inc.
Mickey Amusements, Inc.
Monclair Cinemas, Inc.
Plaza Cinemas, Inc.
Salem Mall Theatre, Inc.
Sycamore Theatre, Inc.
Times Theatres Corporation
Towne Center Cinemas, Inc.
Tri-County Cinemas, Inc.
Loews Front Street Cinemas, Inc.
North Versailles Cinemas, Inc.
Loews Worldgate Cinemas, Inc.
Springfield Cinemas, Inc.

Pitt Theatres, Inc.

By: _____

Name: Bryan Berndt
Title: Vice President of each of the foregoing corporations.

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of March 21, 2002 (the "Merger Agreement"), among the corporations listed on Schedule A. (collectively called the "Merging Corporations"), and PLITT THEATRES, INC., a Delaware Corporation. The Merging Corporations and Plitt Theatres, Inc. ("Plitt Theatres") are hereinafter sometimes collectively called the "Constituent Corporations."

RECITALS

WHEREAS, Pursuant to an order of the United States Bankruptcy Court for the Southern District of New York having jurisdiction over proceedings for the reorganization of the Constituent Corporations, it has been ordered that each of the Constituent Corporations merge under and pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") into a single corporation, in which Plitt Theatres shall be the surviving corporation (the "Merger");

NOW, THEREFORE, the parties to this Merger 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:

ARTICLE I

SECTION 1.01 The Merger. Upon the terms hereof, and in accordance with the relevant provisions of the DGCL, at the Effective Time (as defined in Section 1.02 hereof), the Merging Corporations shall be merged with and into Plitt Theatres. Following the Merger, Plitt Theatres shall continue as the surviving corporation (the "Surviving Corporation") and shall continue its corporate existence and organization under the laws of the State of Delaware, and the separate existence of the Merging Corporations shall thereupon cease.

SECTION 1.02 Effective Time. The Merger shall become effective upon the filing of the Certificate of Merger by the Secretary of State (the time the Merger becomes effective being the "Effective Time").

SECTION 1.03 Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Plitt Theatres, as in effect at the Effective Time, shall constitute and continue to be the Certificate of Incorporation of the Surviving Corporation until further amended or changed as provided therein or by law.

SECTION 1.04 By-laws. At the Effective Time, the By-laws of Plitt Theatres, as in effect at the Effective Time, shall constitute and continue to be the By-laws of the Surviving Corporation until amended or changed as provided therein or by law.

SECTION 1.05 Directors. The directors of Plitt Theatres at the Effective Time shall be and remain the directors of the Surviving Corporation, and each shall hold office until their respective successors are duly elected and qualified.

EXHIBIT A

SECTION 1.06 Officers. The officers of Plitt Theatres at the Effective Time shall be and remain the officers of the Surviving Corporation, and each shall hold office until their respective successors are duly elected and qualified.

SECTION 1.07 Effect of the Merger. The Surviving Corporation shall succeed, without transfer, to all of the rights and property of the Merging Corporations, and shall be subject to all the debts and liabilities thereof in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens put on the property of each of the Constituent Corporations shall be preserved as unimpaired.

ARTICLE II

SECTION 2.01 Conversion of Securities. At the Effective Time, each share of common stock of the Merging Corporations shall, by virtue of the Merger, automatically be canceled, without any payment of any consideration to the holders thereof, and all rights in respect thereof shall cease to exist. All of the issued shares of the corporations participating in the merger are owned by the same shareholders in identical proportions. At the Effective Time, each share of common stock of Plitt Theatres outstanding immediately prior to the Effective Time shall, by virtue of the Merger, and without any action on the part of the holder thereof, remain outstanding and unchanged as a share of common stock of Plitt Theatres, as the Surviving Corporation.

ARTICLE III

SECTION 3.01 Termination of Merger. This Merger Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time by mutual written consent of the Board of Directors of the Constituent Corporations.

SECTION 3.02 Execution in Counterparts. This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

EXHIBIT A

IN WITNESS WHEREOF, each party to this Merger Agreement has caused it to be executed by an authorized officer, and attested by the Secretary or Assistant Secretary, thereof as the respective act, deed and agreement of each of said corporations, on this 21 day of March, 2002.

Loews Brookfield Cinemas, Inc.
Loews Greenwich Cinemas, Inc.
Loews Holiday Cinemas, Inc.
Loews Norwalk Cinemas, Inc.
Loews Post Cinemas, Inc.
Loews Westport Cinemas, Inc.
Moviehouse Cinemas, Inc.
Plainville Cinemas, Inc.
Loews Rolling Meadows Cinemas, Inc.
North Star Cinemas, Inc.
Rosedmont Cinemas, Inc.
South Holland Cinemas, Inc.
Loews Clarksville Cinemas, Inc.
Loews Norgate Cinemas, Inc.
Campus Cinemas, Inc.
Flat Woods Theater Corporation
I-75 Theatres, Inc.
J-Town Cinemas, Inc.
Lexington Mall Cinemas Corporation
Lexington North Park Cinemas, Inc.
Lexington South Park Cinemas, Inc.
Loews Kentucky Cinemas, Inc.
Loews Louisville Cinemas, Inc.
Midcin, Inc.
Midtown Cinema, Inc.
Oxmoor Cinemas, Inc.
Raceland Cinemas, Inc.

Westland Cinemas, Inc.
Boston Cinemas, Inc.
Massachusetts Cinema Corp.
Methuen Cinemas, Inc.
Northern New England Theatres, Inc.
Crofton Quad Corporation
H&M Cinema Corporation
Minnesota Cinemas, Inc.
Beaver Valley Cinemas, Inc.
Cine West, Inc.
Cinema 275 East, Inc.
Cinema Development Corporation
Cinema Investments, Inc.
Continent Cinemas, Inc.
D. H. Garfield Advertising Agency, Inc.
Mickey Amusements, Inc.
Montclair Cinemas, Inc.
Plaza Cinemas, Inc.
Salem Mall Theatre, Inc.
Sycamore Theatre, Inc.
Times Theatres Corporation
Towne Center Cinemas, Inc.
Tri-County Cinemas, Inc.
Loews Front Street Cinemas, Inc.
North Versailles Cinemas, Inc.
Loews Worldgate Cinemas, Inc.
Springfield Cinemas, Inc.

Plut Theatres, Inc.

By: _____

Name: Bryan Berndt

Title: Vice President of each of the
foregoing corporations.

EXHIBIT A

ATTEST:

By: _____



Name: John C. McBride, Jr.

**Title: Assistant Secretary of each
of the foregoing corporations.**

EXHIBIT A

SCHEDULE A

Loews Brookfield Cinemas, Inc.
Loews Greenwich Cinemas, Inc.
Loews Holiday Cinemas, Inc.
Loews Norwalk Cinemas, Inc.
Loews Post Cinemas, Inc.
Loews Westport Cinemas, Inc.
Moviehouse Cinemas, Inc.
Plainville Cinemas, Inc.
Loews Rolling Meadows Cinemas, Inc.
North Star Cinemas, Inc.
Rosemont Cinemas, Inc.
South Holland Cinemas, Inc.
Loews Clarksville Cinemas, Inc.
Loews Norgate Cinemas, Inc.
Campus Cinemas, Inc.
Flat Woods Theater Corporation
I-75 Theatres, Inc.
J-Town Cinemas, Inc.
Lexington Mall Cinemas Corporation
Lexington North Park Cinemas, Inc.
Lexington South Park Cinemas, Inc.
Loews Kentucky Cinemas, Inc.
Loews Louisville Cinemas, Inc.
Midcin, Inc.
Midtown Cinema, Inc.
Oxmoor Cinemas, Inc.
Raceland Cinemas, Inc.

Westland Cinemas, Inc.
Boston Cinemas, Inc.
Massachusetts Cinema Corp.
Methuen Cinemas, Inc.
Northern New England Theatres, Inc.
Crofton Quad Corporation
H&M Cinema Corporation
Minnesota Cinemas, Inc.
Beaver Valley Cinemas, Inc.
Cine West, Inc.
Cinema 275 East, Inc.
Cinema Development Corporation
Cinema Investments, Inc.
Continent Cinemas, Inc.
D. H. Garfield Advertising Agency, Inc.
Mickey Amusements, Inc.
Montclair Cinemas, Inc.
Plaza Cinemas, Inc.
Salem Mall Theatre, Inc.
Sycamore Theatre, Inc.
Times Theatres Corporation
Towne Center Cinemas, Inc.
Tri-County Cinemas, Inc.
Loews Front Street Cinemas, Inc.
North Versailles Cinemas, Inc.
Loews Worldgate Cinemas, Inc.
Springfield Cinemas, Inc.