

Certificate of Ownership
Merging
NATIONAL THEATRE SUPPLY COMPANY
into
NATIONAL-SIMPLEX-BLUDWORTH, INC.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

NATIONAL-SIMPLEX-BLUDWORTH, INC., a Delaware corporation (hereinafter sometimes called the Corporation), hereby certifies under its corporate seal as follows:

FIRST: The Corporation was incorporated on the 3rd day of September, 1926, pursuant to the provisions of the General Corporation Law of the State of Delaware.

SECOND: NATIONAL THEATRE SUPPLY COMPANY was incorporated on the 30th day of April, 1943, pursuant to the provisions of said General Corporation Law.

THIRD: The Corporation owns all of the issued and outstanding stock of said National Theatre Supply Company, and the Board of Directors of the Corporation, by resolutions duly adopted at a meeting thereof duly held on the 22nd day of October, 1956, at which a quorum was present and acting throughout, determined to and did (i) merge said National Theatre Supply Company into itself, (ii) assume all the obligations of said merged corporation and (iii) relinquish its corporate name and assume in place thereof the name of said merged corporation, namely, National Theatre Supply Company. Said resolutions were as follows, to wit:

WHEREAS, National Theatre Supply Company is a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, this Corporation lawfully owns all of the issued and outstanding capital stock of said National Theatre Supply Company and desires to merge said National Theatre Supply Company into itself and to be possessed of all the estate, property, rights, privileges and franchises thereof:

NOW, THEREFORE, BE IT

RESOLVED that this Corporation, namely National-Simplex-Bludworth, Inc., merge, and it hereby does merge, into itself said National Theatre Supply Company and assumes all of its obligations pursuant to Section 253 of the General Corporation Law of said State of Delaware.

FURTHER RESOLVED that the President or a Vice President and the Secretary or an Assistant Secretary of this Corporation be, and they hereby are, authorized and directed to make and execute in the name and under the corporate seal of this Corporation a certificate of the ownership by this Corporation of all of the outstanding stock of said National Theatre Supply Company, setting forth therein a copy of these resolutions, and to file and record such certificate in the manner provided by law.

FURTHER RESOLVED that the officers of this Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever which may be necessary or proper to effect such merger of National Theatre Supply Company into this Corporation.

FURTHER RESOLVED that this Corporation relinquish, and hereby does relinquish, its corporate name of National-Simplex-Bludworth, Inc.; and that it assume, and hereby does assume, in place thereof the name of said merged corporation, namely, National Theatre Supply Company.

IN WITNESS WHEREOF, National-Simplex-Bludworth, Inc. has caused this certificate to be signed in its name and on its behalf by its President and its Secretary and has caused its corporate seal to be hereunto affixed, this 22nd day of October, 1956.

NATIONAL-SIMPLEX-BLUDWORTH, INC.

By W. E. Green
President

E. B. Henley, Jr.
Secretary

~~{SEAL}~~

NATIONAL-SIMPLEX-BLUDWORTH, INC.
Corporate Seal

**

1926
Delaware

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss:

Be it remembered, that on this 22nd day of October, 1956, personally came before me, ANN POGORELSKI, a Notary Public in and for the State and County aforesaid, W. E. GREEN, the President of NATIONAL-SIMPLEX-BLUDWORTH, INC., a corporation of the State of Delaware described in the foregoing certificate of ownership, known to me personally to be such, and he, said W. E. GREEN, as such President, duly executed said certificate before me and, I having made known to him the contents of said certificate, acknowledged that said certificate is his voluntary act and deed and made on behalf of said corporation; that the facts therein stated are truly set forth; that the signatures of himself, as said President, and that of the Secretary of said corporation to said certificate are in the handwriting of himself, as said President, and of the Secretary of said corporation, respectively; that the seal affixed to said certificate is the common or corporate seal of said corporation; and that the act of sealing, executing, acknowledging and delivering said certificate was duly authorized by the Board of Directors of said corporation.

Given under my hand and seal of office the day and year aforesaid.

ANN POGORELSKI
Notary

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Public
State of New York

Ann Pogorelski
Notary Public

ANN POGORELSKI
NOTARY PUBLIC, State of New York
No. 24-3121475
Qualified in Kings County
Certificate filed in New York County
Commission expires March 30, 1957



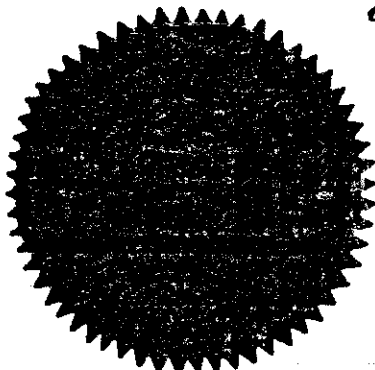
Office of Secretary of State.

I, John N. McDowell, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Ownership of the "NATIONAL-SIMPLEX-BLUDWORTH, INC.",
merging the "NATIONAL THEATRE SUPPLY COMPANY" pursuant to Section 253
of the General Corporation Law of the State of Delaware, as received
and filed in this office the twenty-fourth day of October, A.D. 1956,
at 10 o'clock A.M.;

And I do hereby further certify that the "NATIONAL-SIMPLEX-
BLUDWORTH, INC." has relinquished its corporate name and assumed
in place thereof the name of "NATIONAL THEATRE SUPPLY COMPANY".

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ *twenty-sixth* *day*
of _____ *October* *in the year of our Lord*
one thousand nine hundred and _____ *fifty-six.*



John N. McDowell
Secretary of State

W. D. Tomlinson

Asst. Secretary of State