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State of Idaho

Department of State

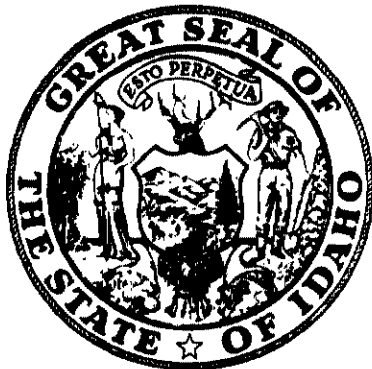
CERTIFICATE OF AUTHORITY OF

NEWCO THEATRES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NEWCO THEATRES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to NEWCO THEATRES, INC. to transact business in this State under the name NEWCO THEATRES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated August 20, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is Newco Theatres, Inc.
2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is March 28, 1991 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is The Corporation Trust Company-Corporation Trust Center 1209 Orange Street

6. The address to which correspondence should be addressed, if different from that in item 5. Wilmington, DE 19801
PO Box 391 Columbus GA, 31994

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Motion Picture Exhibition

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Michael W. Patrick</u>	<u>President</u>	<u>1301 First Avenue Columbus, GA 31901</u>
<u>John O. Barwick, III</u>	<u>Vice President</u>	<u>1301 First Avenue Columbus, GA 31901</u>
<u>Larry M. Adams</u>	<u>Secretary</u>	<u>1301 First Avenue Columbus, GA 31901</u>
<u>John O. Barwick, III</u>	<u>Treasurer</u>	<u>1301 First Avenue Columbus, GA 31901</u>
<u>Michael W. Patrick</u>	<u>Director</u>	<u>1301 First Avenue Columbus, GA 31901</u>
<u>Larry M. Adams</u>	<u>Director</u>	<u>1301 First Avenue Columbus, GA 31901</u>

(continued on reverse)

Name	Office	Address
John O. Barwick, III	Director	1301 First Avenue Columbus, GA 31901

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 8/15/91

NEWCO THEATRES, INC.
(Corporation Name)

By [Signature]
Its President/Vice President (please specify)

and [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF Georgia)
COUNTY OF Muskogee) ss:

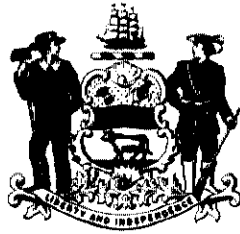
I, Karen Weaver, a notary public, do hereby certify that on this 15th day of August, 1991, personally appeared before me John Barwick/Larry Adams, who being by me first duly sworn, declared that (s)he is the VP / SECRETARY of NEWCO THEATRES, INC.

that (s)he signed the foregoing document as VP / SECRETARY of the corporation and that the statements therein contained are true.

MY COMMISSION EXPIRES JULY 12, 1994.

Karen Weaver
Notary Public

State of Delaware



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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY NEWCO THEATRES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *



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Michael Harkins, Secretary of State

AUTHENTICATION:

*3139158

DATE:

08/12/1991