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Articles of merger
filed 5-26-81

13 pgs.

822123
DIVISION OF CORPORATIONS

NAME Rogers, Towers, Bailey, Jones & Gay (Robert Kelly, Esq.) CT Corporation

ADDRESS 118 1/2 E. Jefferson St.

CITY Tallahassee STATE FL ZIP CODE 32301

AREA CODE & PHONE NUMBER (904) 222-7200 Bonnie or Val

NAME OF CORPORATION Petrocon, Inc. (dba Floyd Theatres, Inc)
Burnup & Sims, Inc. (Del.) survivor

FOR OFFICE USE ONLY

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<input type="checkbox"/> DOMESTIC	<input type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input checked="" type="checkbox"/> MERGER
<input type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> CERTIFICATE UNDER SEAL	<input type="checkbox"/> CERTIFIED COPY

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Return 4 extra copies

C. TAX _____
 FILING \$ 30
 R. AGENT FEE _____
 C. COPY _____
 TOTAL \$ 30
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

Requested Merges

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MAY 26 2 06 PM '81
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

PICKED UP

KS/2/1/81

MERGER

BURNUP & SIMS INC.

822123

merging

PETROCON, INC.

dba

FLOYD THEATERS, INC.

(FLA. CORP.

#587707)

FILED

5-26-81

822123



FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

May 26, 1981

WALK IN

ROGERS, TOWERS, BAILEY, JONES & GAY
ROBERT KELLY, ESQ.
C T CORPORATION

SUBJECT: BURNUP & SIMS INC.

DOCUMENT NUMBER: 822123

This will acknowledge receipt of the following:

1. Check(s) totalling \$ 30.00
2. Articles of Incorporation filed
3. Amendments to Articles of Incorporation filed
4. Articles of Merger or Consolidation filed 5-26-81 merging PETROCON, INC. dba FLOYD THEATERS, INC., #587707 FLORIDA CORP, into the above.
5. Certificate of Withdrawal filed
6. Limited Partnership filed
7. Limited Partnership Annual Report filed
8. Trademark Application filed
9. Application for qualification filed _____
10. Reinstatement filed
11. Articles of Dissolution filed
12. OTHER:

ENCLOSED:

1. Certified Copy(ies).
2. Certificate(s) Under Seal.
3. Photocopy(ies).
4. OTHER:

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned Corporations, pursuant to Section 607.234 of the Florida General Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the Corporations proposing to merge and the names of the state under the laws of which such Corporations are organized are as follows:

<u>NAME OF CORPORATION</u>	<u>STATE OF INCORPORATION</u>
PETROCON, INC. n/b/a FLOYD THEATRES, INC.	FLORIDA
BURNUP & SIMS INC.	DELAWARE

SECOND: The laws of the state under which such Foreign Corporation is organized permit such merger.

THIRD: The name of the Surviving Corporation is Burnup & Sims Inc. and it shall be governed by the laws of the State of Delaware.

FOURTH: The Plan of Merger is as follows:

The Plan of Merger is per Attachment A hereto.

FIFTH: The Plan of Merger was adopted by the shareholder so of PetroCon, Inc. d/b/a Floyd Theatres, Inc., the undersigned Florida Corporation, on the 30th day of April, 1981, and was adopted by the shareholders of Burnup & Sims Inc., the undersigned Foreign Corporation, on the 30th day of April, 1981.

SIXTH: All provisions of the law of the State of Florida and the State of Delaware applicable to the merger have been complied with.

SEVENTH: The effective date of the Certificate of Merger shall be the 30th day of April, 1981, for accounting purposes.

EIGHTH: It is agreed that the Surviving Corporation shall file the following with the Department of State of the State of Florida:

1. An Agreement that it may be served with process in this State in any proceeding for the enforcement of any obligation of any Domestic Corporation which is a party to such merger and in any proceeding for the enforcement of the rights of a dissenting stockholder of any such Domestic Corporation against the Surviving or new Corporation;

2. An irrevocable appointment of the Secretary of State of Florida as its agent to accept service of process in any such proceeding; and

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DEPT. OF STATE
TALLAHASSEE, FLA.

3. An Agreement that it will promptly pay to the dissenting shareholders of any such Domestic Corporation the amount, if any, to which they shall be entitled under the provisions of the Florida General Corporation Act with respect to the rights of dissenting shareholders.

Signed this 14th day of May, 1981

PETROCON, INC. d/b/a FLOYD THEATRES, INC.
Name of Constituent Corporation

By William J. Mercurio
Vice President
William J. Mercurio

By George R. Canty, Jr.
Assistant Secretary

BURNUP & SIMS INC.
Name of Surviving Corporation

By George R. Canty, Jr.
Vice President
George R. Canty, Jr.

By William J. Mercurio
Secretary
William J. Mercurio

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13th day of May, 1981 by William J. Mercurio, Vice President of PETROCON, INC. d/b/a FLOYD THEATRES, INC. on behalf of the Corporation.

Paula M. Luskette
Notary Public

(SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13th day of May, 1981 by George R. Canty, Jr., Vice President of BURNUP & SIMS INC. on behalf of the Corporation.

Paula M. Luskette
Notary Public

(SEAL)

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES FEB. 13 1983
BONDED THROUGH GENERAL INS. UNDERWRITERS

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER (the "Merger") dated as of April 30, 1981, by and between PETROCON, INC. D/B/A FLOYD THEATRES, INC., a Florida corporation ("PetroCon"), and a wholly-owned subsidiary of Burnup & Sims Inc., a Delaware corporation, and BURNUP & SIMS INC. ("Burnup") sometimes hereinafter referred to as the "Constituent Corporations."

RECITALS

A. PetroCon was incorporated in the State of Florida on November 3, 1976. Its principal office is at 4218 Old Mulberry Road, Lakeland, Florida, and its authorized capital stock consists of 1,000 shares of Common Stock, \$1.00 par value (the "PetroCon Common"), of which 100 shares are issued and outstanding and fully entitled to vote, all being owned by Burnup.

B. Burnup was incorporated in the State of Delaware on July 26, 1968. Its principal office is at 1333 South University Drive, Fort Lauderdale, Florida.

C. The Boards of Directors of PetroCon and Burnup have approved the Merger Agreement and deem it advisable and for the benefit of their respective corporations that PetroCon merge with and into Burnup on the terms and conditions hereinafter set forth (the "Merger").

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TALLAHASSEE, FLORIDA

NOW, THEREFORE, in consideration of the premises and the representations, warranties and agreements contained herein, the parties agree as follows:

ARTICLE ONE

Principal Terms of the Merger

Section 1.01. Merger. At the effective time of the Merger (as hereinafter defined), PetroCon shall merge into Burnup, which shall be the Surviving Corporation, on the terms and conditions hereinafter set forth.

Section 1.02. Effective Time of the Merger. The Merger shall become effective as of the date and time of the filing of the Articles of Merger with the Secretaries of State of the States of Delaware and Florida, and such date and time is herein referred to as the "Effective Time of the Merger."

ARTICLE TWO

Conversion, Cancellation and Payment for Shares

Section 2.01. Cancellation of Shares of PetroCon Common. Each share of PetroCon Common, issued and outstanding at the Effective Time of the Merger, shall by virtue of the Merger be cancelled or otherwise extinguished. The issued and outstanding shares of Burnup shall remain issued and outstanding.

Section 2.02. Effect of the Merger. Upon the Merger becoming effective, the separate existence of PetroCon shall (except insofar as it may or must be continued by statute) cease, and it shall be merged with and into Burnup, which shall possess all the rights, privileges, powers and franchises as well of a public and of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the said Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, and other choses in action or belonging to each of such Corporations shall be vested in Burnup; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of Burnup, as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in any of the Constituent Corporations shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the said Burnup and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

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Section 2.03. No Further Transfers. After the Effective Time of the Merger, the stock transfer books of PetroCon shall be closed.

ARTICLE THREE

Adoption

Section 3.01. Filing with the State of Delaware. Subject to the provisions of Article Four, the Constituent Corporations shall cause a Certificate of Merger to be filed with the Secretaries of State of the States of Delaware and Florida. The Certificate of Incorporation of Burnup shall be the Certificate of Incorporation of the surviving Corporation.

ARTICLE FOUR

Miscellaneous

Section 4.01. Further Assurances. If, at any time after the Effective Time of the Merger, Burnup shall consider that any assignments, transfers, deeds or other assurances in law are necessary or desirable to vest, perfect or confirm, of record or otherwise in Burnup title to any property or rights of either of the Constituent Corporations, each Constituent Corporation and its officers and directors shall execute and deliver such documents and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Burnup, and the officers and directors of Burnup

are hereby fully authorized in the name of either of the Constituent Corporations or otherwise to take any and all such actions.

Section 4.02. Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be considered to be an original instrument, but such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, PetroCon and Burnup, pursuant to authority duly given by their respective Boards of Directors, have caused this Merger Agreement to be executed in accordance with the laws of the States of Delaware and Florida, and their respective corporate seals to be affixed hereto, as of the day and year first above written.

(CORPORATE SEAL)

PETROCON, INC. D/B/A FLOYD THEATRES, INC.

By William J. Mercurio
Vice President

ATTEST:

George R. Canty, Jr.
Assistant Secretary

(CORPORATE SEAL)

BURNUP & SIMS INC.

By George R. Canty, Jr.
Vice President

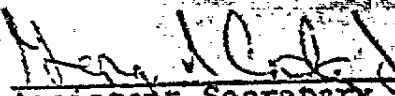
ATTEST:

William J. Mercurio
Secretary

I, GEORGE R. CANTY, JR., Assistant Secretary of PetroCon, Inc. d/b/a Floyd Theatres, Inc., a corporation organized and existing under the laws of the State of Florida, DO HEREBY CERTIFY, as such Assistant Secretary and under the seal of PetroCon Inc. d/b/a Floyd Theatres, Inc. that the Agreement and Plan of Merger to which this Certificate is attached was duly adopted pursuant to Article 607.394 of the Florida General Corporation Act by the written consent of the sole stockholder of PetroCon, Inc. d/b/a Floyd Theatres, Inc.

IN WITNESS WHEREOF, I have hereunto signed my name as Assistant Secretary and affixed the corporate seal of PetroCon, Inc. d/b/a Floyd Theatres, Inc. hereto this 30th day of April, 1981.

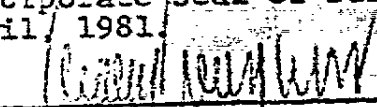
(Corporate Seal)


Assistant Secretary

I, WILLIAM J. MERCURIO, Secretary of Burnup & Sims Inc., a corporation organized and existing under the laws of the State of Delaware, DO HEREBY CERTIFY, as such Secretary and under the seal of Burnup & Sims Inc., that a majority of the total number of outstanding shares of the capital stock of Burnup & Sims Inc. were voted for the adoption of the Agreement and Plan of Merger to which this Certificate is attached.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the corporate seal of Burnup & Sims Inc. this 30th day of April, 1981.

(Corporate Seal)


Secretary

The foregoing Agreement and Plan of Merger having been executed on behalf of each of the parties thereto and having been adopted by the stockholders of each of the parties thereto in accordance with the provisions of the Florida General Corporation Act and the General Corporation Law of the State of Delaware and that fact having been certified on said Agreement and Plan of Merger by the Secretary or an Assistant Secretary of each of the parties thereto, the Chairman of the Board, President or a Vice President of each of the parties thereto does hereby execute said Agreement and Plan of Merger and the Secretary or an Assistant Secretary of each of the parties thereto does hereby attest said Agreement and Plan of Merger under the corporate

seal of their respective corporations by authority of the directors and stockholders thereof and as the respective act, deed and agreement of each of said corporations on this 30th day of April, 1981.

PETROCON, INC. d/b/a FLOYD THEATRES, INC.

(Corporate Seal)

By [Signature]
Vice President

ATTEST:

[Signature]
Assistant Secretary

BURNUP & SIMS INC.

(Corporate Seal)

By [Signature]
Vice President

ATTEST:

[Signature]
Secretary