



THE UNITED STATES
CORPORATION
COMPANY

298869

ACCOUNT NO. : 072100000032

REFERENCE : 055671 4341613

AUTHORIZATION

Patricia Pigatto

COST LIMIT : \$ ~~35.00~~ 105.00

ORDER DATE : December 7, 1998

ORDER TIME : 2:53 PM

ORDER NO. : 055671-020

700002708177--0

CUSTOMER NO: 4341613

CUSTOMER: Carol Doktorski, Esq.
Loews Corporation
667 Madison Avenue-8th Floor

New York, NY 10021

ARTICLES OF MERGER

LOEWS INVERRARY, INC.
LOEWS LAUDERHILL, INC.

INTO

LOEWS DAYTON THEATRE COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -9 PM 3:34

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

Jee 12/15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1998

CSC
JANICE VANDERSLICE
TALLAHASSEE, FL

SUBJECT: LOEW'S LAUDERHILL, INC.
Ref. Number: 298869

We have received your document for LOEW'S LAUDERHILL, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 698A00058402

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF MERGER
Merger Sheet

MERGING:

LOEW'S LAUDERHILL, INC., a Florida corporation, 298869
LOEWS INVERRARY, INC., a Florida corporation, 504011

INTO

LOEWS DAYTON THEATRE COMPANY, an Ohio corporation not qualified in
Florida.

File date: December 9, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 105.00

ARTICLES OF MERGER

OF

LOEWS INVERRARY, INC.
(a Florida corporation),

LOEWS LAUDERHILL, INC.
(a Florida corporation)

AND

LOEWS DAYTON THEATRE COMPANY
(an Ohio corporation)

To the Department of State
State of Florida

FILED
98 DEC -9 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporations and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging LOEWS INVERRARY, INC., a Florida corporation ("LOEWS INVERRARY") and LOEWS LAUDERHILL, INC., a Florida corporation ("LOEWS LAUDERHILL") with and into LOEWS DAYTON THEATRE COMPANY, an Ohio corporation ("LOEWS DAYTON").

2. The shareholders of each of LOEWS INVERRARY and LOEWS LAUDERHILL entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 7, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of LOEWS INVERRARY and LOEWS LAUDERHILL with and into LOEWS DAYTON is permitted by the laws of the jurisdiction of organization of LOEWS DAYTON and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of LOEWS DAYTON was December 7, 1998.

4. The effective time and date of the merger herein provided for in the State of Florida shall be immediately upon the filing hereof.

Executed on December 7, 1998.

LOEWS INTERIARY, INC.

By: _____

Name: Gary Garson

Capacity: Vice President

LOEWS LAUDERHILL, INC.

By: _____

Name: Gary Garson

Capacity: Vice President

LOEWS DAYTON THEATRE COMPANY

By: _____

Name: Gary Garson

Capacity: Vice President

PLAN OF MERGER adopted on December 7, 1998 by resolution of the Board of Directors of each of LOEWS INVERRARY, INC., a business corporation organized under the laws of the State of Florida ("LOEWS INVERRARY"), LOEWS LAUDERHILL, INC., a business corporation organized under the laws of the State of Florida ("LOEWS LAUDERHILL") and adopted on December 7, 1998 by resolution of the Board of Directors of LOEWS DAYTON THEATRE COMPANY, a business corporation organized under the laws of the State of Ohio ("LOEWS DAYTON"). The names of the corporations planning to merge are LOEWS INVERRARY, INC., a business corporation organized under the laws of the State of Florida, LOEWS LAUDERHILL, INC., a business corporation organized under the laws of the State of Florida and LOEWS DAYTON THEATRE COMPANY, a business corporation organized under the laws of the State of Ohio. The name of the surviving corporation into which LOEWS INVERRARY and LOEWS LAUDERHILL plan to merge is LOEWS DAYTON THEATRE COMPANY.

1. LOEWS INVERRARY, LOEWS LAUDERHILL and LOEWS DAYTON, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of LOEWS DAYTON be merged with and into a single corporation, to wit, LOEWS DAYTON THEATRE COMPANY, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of LOEWS INVERRARY and LOEWS LAUDERHILL, which are sometimes hereinafter referred to as the "non-surviving corporations", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification

of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporations immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled forthwith, and no cash, securities or other consideration shall be paid, issued or delivered with respect thereto. The issued shares of the surviving corporations shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporations for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporations with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporations in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporations with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporations and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Ohio, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporations and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.