

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Multiplex Properties, Inc.		10/17/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Cinemark USA, Inc.
Street Address:	3900 Dallas Parkway
City:	Plano
State/Country:	TEXAS
Postal Code:	75093
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Serial Number:	77501536	
Serial Number:	77586569	C
Serial Number:	77586588	C
Serial Number:	73824295	CINEMARK
Serial Number:	75578729	CINEMARK
Serial Number:	85166191	CINEMARK NEXTGEN
Serial Number:	73809157	CINEMARK THEATRES
Serial Number:	77739515	CINEMARK XD
Serial Number:	85192324	CINEMODE
Serial Number:	78201605	DIGITAL EDGE
Serial Number:	77739525	EXTREME DIGITAL CINEMA
Serial Number:	78161331	FOR REEL MOVIE LOVERS
Serial Number:	73753432	FRONT ROW JOE

CH \$815.00 77501536

Serial Number:	78714436	
Serial Number:	76394185	FUN FILMS FOR KIDS!
Serial Number:	73753435	
Serial Number:	74305010	HOLLYWOOD USA
Serial Number:	75087935	HOLLYWOOD USA
Serial Number:	75373892	MAMA RUGI'S
Serial Number:	73753436	MOVIES 10
Serial Number:	73753434	MOVIES 5
Serial Number:	73753431	MOVIES 6
Serial Number:	73753430	MOVIES 8
Serial Number:	78424464	REEL FAMILY TIME
Serial Number:	77432158	RELAX. REFRESH. ENJOY.
Serial Number:	75362546	STUDIO EATS
Serial Number:	75362951	STUDIO EATS
Serial Number:	76394190	SUMMER MOVIE CLUBHOUSE
Serial Number:	75541405	THE BEST SEAT IN TOWN
Serial Number:	74443499	TINSELTOWN
Serial Number:	75245095	TINSELTOWN USA
Serial Number:	85483595	WHERE FILM LOVERS GO

CORRESPONDENCE DATA

Fax Number: (214)969-4343
Phone: 2149694390
Email: aashley@akingump.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: April Ashley
Address Line 1: 1700 Pacific Avenue
Address Line 2: Suite 4100
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	007537.0168
NAME OF SUBMITTER:	David L. Odom
Signature:	/DLO/
Date:	01/04/2012

Total Attachments: 77

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TRADEMARK

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MULTIPLEX PROPERTIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "CINEMARK USA, INC." UNDER THE NAME OF "CINEMARK USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF OCTOBER, A.D. 2011, AT 6:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF DECEMBER, A.D. 2011.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5054968 8100M

111122253



You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9107299

DATE: 10-21-11

TRADEMARK
REEL: 004691 FRAME: 0099

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 17 day of October, A.D., 2011.

By: 
Authorized Officer

Name: Michael Cavalier
Print or Type

Title: Senior Vice President - General Counsel



Office of the Secretary of State

October 24, 2011

Corporation Service Company
211 E. 7th Street, Suite 620
Austin, TX 78701 USA

RE:
CINEMARK USA, INC. (File Number: 105095500)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Multiplex Properties, Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Into

CINEMARK USA, INC.
Domestic For-Profit Corporation
[File Number: 105095500]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 10/21/2011

Effective: 12/30/2011



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Form 623
(Revised 12/08)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: see instructions



This space reserved for office use.

**Parent-Subsidiary
Certificate of Merger
Business Organizations Code** **FILED
In the Office of the
Secretary of State of Texas
OCT 21 2011
Corporations Section**

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Cinemark USA, Inc.
Name of Organization
The organization is a For Profit Corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)
TX USA The file number, if any, is 1050955
State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:
N/A
Street Address City State Country

Subsidiary 1

Multiplex Properties, Inc.
Name of Organization
The organization is a: For Profit Corporation It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)
DE USA The file number, if any, is N/A
State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:
2711 Centerville Rd., Ste. 400 Wilmington DE USA
Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
1000	Common		CINEMARK USA, INC.	100

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 2

N/A
Name of Organization
The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is: _____

State _____ Country _____ Texas Secretary of State file number _____

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address _____ City _____ State _____ Country _____

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 3

N/A

Name of Organization

The organization is a: _____ It is organized under the laws of:

Specify organizational form (e.g., for-profit corporation)

The file number, if any, is: _____

State _____ Country _____ Texas Secretary of State file number _____

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address _____ City _____ State _____ Country _____

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 10/17/2011

mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

N/A

Name of New Organization 1 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

N/A

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

N/A

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

- A. [] This document becomes effective when the document is accepted and filed by the secretary of state.
B. [X] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 12/30/2011
C. [] This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is:

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

- [] Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
[X] In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: 10/17/2011

CINEMARK USA, INC.

Parent Organization Name

[Handwritten Signature]

Signature of authorized person (see instructions)

Michael Cavalier, Sr. Vice President - General Counsel

Printed or typed name of authorized person

CINEMARK USA, INC.

WRITTEN CONSENT
OF THE SOLE STOCKHOLDER

October 17, 2011

The undersigned, being the sole stockholder (the "*Stockholder*") of Cinemark USA, Inc., a Texas corporation (the "*Corporation*"), hereby adopts the following actions by written consent as permitted by, and in accordance with the Texas Business Organizations Code and the bylaws of the Corporation:

Approval of Merger

WHEREAS, the Stockholder has reviewed that certain Plan and Agreement of Merger (the "*Merger Agreement*") by and between the Corporation and Multiplex Properties, Inc., a Delaware corporation ("*Multiplex*");

WHEREAS, pursuant to the Merger Agreement, Multiplex shall be merged with and into the Corporation, with the Corporation continuing as the surviving corporation (the "*Merger*");

WHEREAS, the board of directors of the Corporation directed that the Merger Agreement and the terms and conditions of the Merger be submitted to the Stockholder for approval; and

WHEREAS, it is deemed by the Stockholder to be in the best interests of the Corporation to enter into the Merger Agreement and effectuate the Merger.

NOW THEREFORE, BE IT RESOLVED, that the Merger Agreement and Merger are hereby approved by the Stockholder in all respects; and

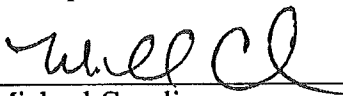
FURTHER RESOLVED, that the actions of the board of directors and officers of the Corporation to take or cause to be taken to execute and deliver any and all certificates, instruments and requests for other instruments, and to do any and all things which in their judgment may be necessary or advisable to effectuate the Merger Agreement and Merger be, and each of them hereby are, approved and ratified in all respects; and

FURTHER RESOLVED, that this consent may be executed by facsimile, telecopy or other reproduction, and such execution shall be considered valid, binding and effective for all purposes.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has set his hand to be effective as of the date first above written.

CINEMARK HOLDINGS, INC,
a Delaware corporation

By: 
Name: Michael Cavalier
Title: Senior Vice President, General Counsel &
Secretary

*Signature Page to Cinemark USA, Inc.
Stockholder Consent*

TRADEMARK
REEL: 004691 FRAME: 0108

MULTIPLEX PROPERTIES, INC.

**WRITTEN CONSENT
OF THE SOLE STOCKHOLDER**

October 17, 2011

The undersigned, being the sole stockholder (the "*Stockholder*") of Multiplex Properties, Inc., a Delaware corporation (the "*Corporation*"), hereby adopts the following actions by written consent as permitted by, and in accordance with Section 228 of the General Corporation Law of the State of Delaware and the bylaws of the Corporation:

Approval of Merger

WHEREAS, the Stockholder has reviewed that certain Plan and Agreement of Merger (the "*Merger Agreement*") by and between the Corporation and Cinemark USA, Inc., a Texas corporation ("*CUSA*");

WHEREAS, pursuant to the Merger Agreement, the Corporation shall be merged with and into CUSA, with CUSA continuing as the surviving corporation (the "*Merger*");

WHEREAS, pursuant to the Merger Agreement, each of the shares of common stock of the Corporation will be cancelled and retired and cease to exist without any conversion thereof;

WHEREAS, the board of directors of the Corporation directed that the Merger Agreement and the terms and conditions of the Merger be submitted to the Stockholder for approval; and

WHEREAS, it is deemed by the Stockholder to be in the best interests of the Corporation to enter into the Merger Agreement and effectuate the Merger.

NOW THEREFORE, BE IT RESOLVED, that the Merger Agreement and Merger are hereby approved by the Stockholder in all respects; and

FURTHER RESOLVED, that the actions of the board of directors and officers of the Corporation to take or cause to be taken to execute and deliver any and all certificates, instruments and requests for other instruments, and to do any and all things which in their judgment may be necessary or advisable to effectuate the Merger Agreement and Merger be, and each of them hereby are, approved and ratified in all respects; and

FURTHER RESOLVED, that this consent may be executed by facsimile, telecopy or other reproduction, and such execution shall be considered valid, binding and effective for all purposes.

[Signature page follows.]

AGREEMENT AND PLAN OF MERGER

MERGING

MULTIPLEX PROPERTIES, INC.
a Delaware corporation

WITH AND INTO

CINEMARK USA, INC.
a Texas corporation,

This Agreement and Plan of Merger (the "*Plan of Merger*") is entered into as of the 30th day of December, 2011 by and between Multiplex Properties, Inc., a Delaware corporation ("*Multiplex*"), and Cinemark USA, Inc., a Texas corporation ("*CUSA*").

RECITALS

WHEREAS Multiplex is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on June 23, 1998; and

WHEREAS CUSA is a corporation organized and existing under the laws of the State of Texas; and

WHEREAS the aggregate number of shares which CUSA has authority to issue is 1,000.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Multiplex and CUSA, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

WHEREAS, the board of directors and stockholders of each of Multiplex and CUSA have determined that it is advisable and in the best interest of each such entity and its respective stockholders that Multiplex be merged (the "*Merger*") with and into CUSA on the terms and subject to the conditions set forth herein in accordance with the applicable provisions of the states of the State of Delaware and the State of Texas, respectively, which permit such merger.

TERMS OF AGREEMENT

In consideration of the mutual representations, warranties, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I THE MERGER

At the Effective Time (as defined below), Multiplex shall be merged with and into CUSA in accordance with Section 252 of the Delaware General Corporation Law (the "*DGCL*") and

Section 10.006 of the Texas Business Organizations Code (the “*BOC*”), and the separate existence of Multiplex shall cease and CUSA shall thereafter continue as the surviving entity (the “*Surviving Corporation*”).

ARTICLE II
THE SURVIVING CORPORATION

A. At the Effective Time, the Amended and Restated Articles of Incorporation of CUSA, as in effect immediately prior to the Effective Time and attached hereto as Exhibit A, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Amended and Restated Bylaws of CUSA, as in effect immediately prior to the Effective Time and attached hereto as Exhibit B, shall be the Bylaws of the Surviving Corporation.

C. At the Effective Time, the ownership of the capital stock of CUSA, as in effect immediately prior to the Effective Time, shall continue to be the ownership of the capital stock of CUSA.

D. At the Effective Time, the principal place of business of the Surviving Corporation shall be 3900 Dallas Parkway, Suite 500, Plano, Texas 75093.

ARTICLE III
MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

The manner and basis of converting the shares of capital stock of Multiplex into shares of capital stock of the Surviving Corporation is as follows:

A. At the Effective Time, each share of common stock of Multiplex, shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically cancelled and retired, shall cease to exist and shall no longer be outstanding; and the holder of any certificate representing any such interests shall cease to have any rights with respect thereto.

ARTICLE IV
EFFECT OF MERGER

At the Effective Time, all property (including, without limitation, the real, personal and intangible property), rights, privileges, powers and franchises of Multiplex shall vest in the Surviving Corporation, and all liabilities and obligations of Multiplex shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V
EFFECTIVE TIME

As used in this Plan of Merger, the term “*Effective Time*” shall mean the date and time at which the later of the following occurs: (i) the Certificate of Merger effecting the Merger is accepted by the Secretary of State of the State of Delaware pursuant to the DGCL and (ii) the

Articles of Merger effecting the Merger are accepted by the Secretary of State of the State of Texas pursuant to the BOC.

ARTICLE VI
SERVICE OF PROCESS

CUSA agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Multiplex, as well as for enforcement of any obligation of CUSA arising from this merger, including any suite or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at c/o CSC, 701 Brazos St., Ste. 1050, Austin, TX 78701.

ARTICLE VII
GENERAL PROVISIONS

A. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed to be an original agreement, but all of which shall constitute one and the same agreement. Any party hereto may execute and deliver this Plan of Merger by an executed signature page transmitted by a facsimile machine.

B. Entire Agreement. This Plan of Merger constitutes the entire agreement and understanding between the parties hereto and supersedes all prior agreements and understandings, both written and oral, with respect to the subject matter of this Plan of Merger.

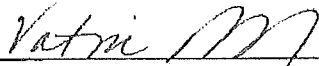
C. Governing Law. THIS PLAN OF MERGER SHALL BE GOVERNED BY THE LAWS OF THE STATE OF TEXAS REGARDLESS OF THE LAWS THAT MIGHT OTHERWISE GOVERN UNDER THE CONFLICTS OF LAWS PRINCIPLES OF SUCH STATE.

D. No Third Party Beneficiaries. This Plan of Merger is solely for the benefit of the parties hereto and no other person shall have any right, interest, or claim under this Plan of Merger.

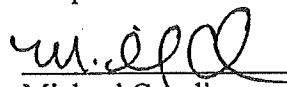
E. Successors. This Plan of Merger shall be binding upon and shall inure to the benefit of each party hereto and its heirs, legal representatives, permitted assigns, and successors, provided that this Section shall not permit the assignment or other transfer of this Plan of Merger, whether by operation of law or otherwise, if such assignment or other transfer is not otherwise permitted under this Plan of Merger.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed as of the date first written above.

MULTIPLEX PROPERTIES, INC.,
a Delaware corporation

By: 
Name: Vaton Ragsdale
Title: President

CINEMARK USA, INC.,
a Texas corporation

By: 
Name: Michael Cavalier
Title: Senior Vice President and General Counsel

CERTIFICATE

I, Michael Cavalier, Secretary of Multiplex Properties, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Multiplex Properties, Inc., a corporation of the State of Delaware, did unanimously approve by a written unanimous consent of the stockholders of Multiplex Properties, Inc.

WITNESS my hand on behalf of Multiplex Properties, Inc. on this 17 day of
October, 2011.

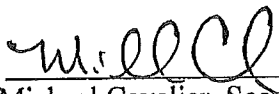
By: 
Michael Cavalier, Secretary

EXHIBIT A
ARTICLES OF INCORPORATION

(Attached)



The State of Texas

Secretary of State

CERTIFICATE OF RESTATED ARTICLES
OF INCORPORATION
OF

CINEMARK USA, INC.
CHARTER NUMBER 01050955

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED RESTATED ARTICLES OF INCORPORATION
FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND
ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION.

DATED JUNE 3, 1992

EFFECTIVE JUNE 3, 1992



John Hannah Jr
Secretary of State

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CINEMARK USA, INC.

FILED
In the Office of the
Secretary of State of Texas

JUN 03 1992

Corporations Section

ARTICLE ONE

Cinemark USA, Inc. (the "Corporation"), pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts restated articles of incorporation which accurately copy the articles of incorporation and all amendments thereto that are in effect to date and as further amended by such restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the Corporation are amended by the Amended and Restated Articles of Incorporation. The amendment alters or changes Articles VI and VIII, adds new Article IX and X and renumbers the succeeding Articles, and the full text of each provision altered, together with the entire text of the Amended and Restated Articles of Incorporation, is as follows:

I.

The name of the Corporation is Cinemark USA, Inc.

II.

The period of its duration is perpetual.

III.

The purpose for which the Corporation is organized is to engage in the transaction of any or all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

IV.

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 12,000,000, of which 1,000,000 shares are of a class designated Preferred Stock having \$1.00 par value, 10,000,000 are of a class designated Class A Common Stock having a par value of \$.01 per share, and 1,000,000 shares are of a class designated Class B Common Stock having no par value. The preferences, limitations and relative rights of the Preferred Stock,

the Class A Common Stock and the Class B Common Stock shall be as follows:

DIVISION A
THE PREFERRED STOCK

1. The shares of Preferred Stock, \$1.00 par value, may be divided into and issued in series. Each such series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes, and all shares of the Preferred Stock shall be identical, except as to the following relative rights and preferences, as to which there may be variations between different series:

- a. cumulative or noncumulative dividends;
- b. the rate of dividend;
- c. the price at, and the terms and conditions at which shares may be redeemed;
- d. the amount payable upon shares in the event of involuntary liquidation;
- e. the amount payable upon shares in the event of voluntary liquidation;
- f. mandatory or optional sinking fund provision, if any, for the redemption or purchase of shares;
- g. the terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;
- h. voting rights, including the number of votes per share, or any fraction thereof, the matters on which such shares can vote and the contingencies which make such voting rights effective.

2. The Board of Directors of the Corporation is hereby authorized, from time to time, by resolution or resolutions providing for the issuance thereof, to divide the shares of Preferred Stock into and to establish series of Preferred Stock, to designate each such series, to fix and determine the relative rights and preferences of the shares of any series so established, and to issue and sell any and all of the authorized and unissued shares of Preferred Stock as shares of any series thereof established by action of the Board of Directors pursuant hereto.

3. Voting Powers.

a. Except as provided by law, as set forth herein or as may be provided with respect to any series by the Board of Directors pursuant to the authority granted hereinabove in Section 2 hereof, the holders of Preferred Stock shall not have any right to vote for any purpose or on any matter whatsoever, all such voting power being vested exclusively in the shares of Class A Common Stock of the Corporation. Holders of Preferred Stock shall not be entitled to receive notice of any meeting of shareholders of the Corporation at which they are not entitled to vote.

b. The holders of shares of any and all series of Preferred Stock outstanding on the record date for any such meeting of the shareholders shall be entitled to vote, as a single class, upon any proposed amendment to these Articles of Incorporation, if such amendment would (i) increase or decrease the aggregate number of authorized shares of Preferred Stock, (ii) increase or decrease the par value of shares of Preferred Stock, (iii) effect an exchange, reclassification or cancellation of all or a part of the shares of Preferred Stock, (iv) effect an exchange, or create a right of exchange, of all or any part of the shares of another class into shares of Preferred Stock, (v) change the designations, preferences, limitations or relative rights of any series of Preferred Stock at any time outstanding in those respects in which the shares thereof vary from shares of other series of Preferred Stock at the time outstanding, (vi) change the shares of Preferred Stock, whether with or without par value, into the same or a different number of shares, either with or without par value, of the same class or another class or classes; (vii) create a new class of shares of stock having rights and preferences equal, prior or superior to the shares of the Preferred Stock, or increase the rights and preferences of any class having rights and preferences equal, prior or superior to the shares of

the Preferred Stock, or increase the rights and preferences of any class having rights or preferences later or inferior to the shares of the Preferred Stock in such a manner as to become equal, prior or superior to the shares of the Preferred Stock or (viii) cancel or otherwise affect accumulated but undeclared dividends on the shares of Preferred Stock, and no such proposed amendment shall be deemed to have been adopted and approved without the affirmative vote of holders of that number of shares of Preferred Stock then outstanding which shall be required pursuant to the provisions of the Texas Business Corporation Act in effect at the time of such vote.

- c. The holders of shares of any series of Preferred Stock outstanding on the record date fixed for any such meeting of the shareholders shall be entitled to vote, as a single class, upon any resolution authorizing (i) any plan of merger or plan of consolidation involving the Corporation, (ii) the dissolution of the Corporation, and (iii) the sale, lease, exchange or other disposition of all, or substantially all of the property and assets of the Corporation, if not made in the regular course of business, and no such resolution shall be deemed to have been adopted and approved without the affirmative vote of holders of that number of shares of Preferred Stock then outstanding which shall be required pursuant to that provision of the Texas Business Corporation Act in effect at the time of such vote.

4. The following provisions shall apply to all shares of the Preferred Stock irrespective of series:

- a. To the extent that dividends are declared with respect to the Preferred Stock, the holders of Preferred Stock of each such series shall be entitled to receive on the dates and for the periods hereafter specified by the Board of Directors, dividends in cash or property, payable when, if and as declared by the Board of Directors out of any funds legally available therefor, at such rates as shall be determined by the Board of

Directors for the respective series, from the date upon which such shares have been originally issued with respect to any cumulative series of Preferred Stock or from such date specified by the Board of Directors with respect to any noncumulative series of Preferred Stock.

- b. In the event of any dissolution, liquidation or winding up of the Corporation, whether voluntarily or involuntarily, the holders of Preferred Stock of each series then outstanding, shall be entitled to receive in cash out of the assets of the Corporation, whether capital or surplus or otherwise, before any distribution of the assets shall be made to the holders of Class A Common Stock or Class B Common Stock or of any other class of stock ranking junior to the Preferred Stock as to dividends or assets, the amount determined by the Board of Directors, pursuant to the authority granted hereinabove in Section 2 hereof with respect to the Preferred Stock to be payable on the shares or such series in the event of voluntary or involuntary dissolution, liquidation or winding up, as the case may be, and with respect to any cumulative series of Preferred Stock, together with unpaid accumulated dividends, if any, whether such dividends are earned, declared or otherwise, to the date fixed for such payment, and, with respect to any noncumulative series of Preferred Stock, together with declared but unpaid dividends, if any, to the date fixed for such payment. If the assets shall not be sufficient to pay in full the amounts so determined to be payable on all shares of the Preferred Stock in the event of such voluntary or involuntary dissolution, liquidation or winding up, as the case may be, then the assets available for payment shall be distributed ratably among the holders of the Preferred Stock of all series in accordance with the amounts so determined to be payable on the shares of each series in the event of voluntary or involuntary dissolution, liquidation or winding up, as the case may be, in proportion to the full preferential amounts, together with any and all

dividend arrearages, to which they are respectively entitled. After payment to the holders of the Preferred Stock of the full preferential amounts hereinbefore provided for, the holders of Preferred Stock will have no other rights or claims to any of the remaining assets of the corporation either upon distribution of such assets or upon dissolution, liquidation or winding up. The sale of all or substantially all the property of the Corporation to, or the merger, consolidation or reorganization of the Corporation into or with, any other corporation, or the purchase or redemption by the Corporation of any shares of its Preferred Stock, or its Class A or Class B Common Stock or any other class of its stock shall not be deemed to be a distribution of assets or a dissolution, liquidation or winding up for the purposes of this paragraph.

- c. Upon any issue for money or other consideration of any stock of the Corporation that may be authorized from time to time, or treasury stock, no holder of Preferred Stock shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other shares of the stock so issued, but the Board of Directors may dispose of all or any portion of such stock as and when it may determine, free of any such rights, whether by offering the same to shareholders or by sale or other disposition as said Board of Directors may deem advisable.

DIVISION B
PROVISIONS APPLICABLE TO
CLASS A COMMON STOCK AND CLASS B COMMON STOCK

The following provisions shall apply to all shares of Class A Common Stock and Class B Common Stock:

1. Dividends. Subject to the provisions of Paragraph 4(a) of Division A hereinabove and after making such provisions, if any, as may be required for any mandatory sinking fund applicable to any series of Preferred Stock, dividends may be paid upon the Class A Common Stock and Class B Common Stock to the exclusion of the Preferred Stock out of any funds of the Corporation legally available therefor.

2. Distribution of Assets. In the event of any dissolution, liquidation or winding up of the Corporation, after there shall have been paid or set aside in cash for the holders of Preferred Stock the full preferential amounts, together with any and all dividend arrearages, to which they are entitled pursuant to the provisions of Division A hereinabove, the holders of the Class A Common Stock and Class B Common Stock shall then be entitled to receive pro rata all of the remaining assets of the Corporation available for distribution to shareholders of the Corporation.

3. Preemptive Rights. No shareholder of the Corporation shall, by reason of his holding shares, have any preemptive or preferential right to purchase or subscribe to any unissued or treasury shares of any class of the Corporation now or hereafter to be authorized, to any rights or options to subscribe for, purchase or otherwise acquire any then unissued or treasury shares of any class of the Corporation, or to any notes, bonds or debentures of the Corporation; and the Board of Directors may issue any such shares, rights, options, notes, bonds or debentures without offering any of the same to the existing shareholders of the Corporation.

DIVISION C
CLASS A COMMON STOCK

Voting Powers. The holders of the Class A Common Stock shall have exclusive voting rights, except as provided hereinabove in Section 3 of Division A hereof or pursuant to Division D hereof, for all purposes and on all matters, and each holder of the Class A Common Stock shall be entitled to one vote for each share held on every matter submitted to a vote at any meeting of shareholders of the Corporation; provided, however, that such holder was an owner of record on the record date established for any such meeting.

DIVISION D
CLASS B COMMON STOCK

1. Voting Powers.
 - a. Except as provided by law, or as set forth herein, the holders of Class B Common Stock shall not have any right to vote for any purpose or on any matter whatsoever, all such voting power being vested exclusively in the shares of Class A Common Stock of the Corporation. Holders of Class B Common Stock shall not be entitled to receive notice of any meeting of shareholders of the

Corporation at which they are not entitled to vote.

- b. The holders of shares of Class B Common Stock outstanding on the record date for any such meeting of the shareholders shall be entitled to vote, as a single class, upon any proposed amendment to these Articles of Incorporation, if such amendment would (i) increase or decrease the aggregate number of authorized shares of Class B Common Stock, (ii) increase or decrease the par value of shares of Class B Common Stock, (iii) effect an exchange, reclassification or cancellation of all or part of the shares of Class B Common Stock, (iv) effect an exchange, or create a right of exchange, of all or any part of the shares of another class into shares of Class B Common Stock, (v) change the designations, preferences, limitations or relative rights of Class B Common Stock at any time outstanding in those respects in which the shares thereof vary from shares of other classes of Common Stock at the time outstanding, (vi) change the shares of Class B Common Stock, whether with or without par value, into the same or a different number of shares, either with or without par value, of the same class or another class or classes or (vii) create a new class of shares of stock having rights and preferences equal, prior or superior to the shares of Class B Common Stock, or increase the rights and preferences of any class having rights and preferences equal, prior or superior to the shares of Class B Common Stock, or increase the rights and preferences of any class having rights or preferences later or inferior to the shares of Class B Common Stock in such a manner as to become equal, prior or superior to the shares of Class B Common Stock, and no such proposed amendment shall be deemed to have been adopted and approved without the affirmative vote of holders of that number of shares of Class B Common Stock then outstanding which shall be required pursuant to the provisions of the Texas Business Corporation Act in effect at the time of such vote.

c. The holders of shares of Class B Common Stock outstanding on the record date fixed for any such meeting of the shareholders shall be entitled to vote, as a single class, upon any resolution authorizing (i) any plan of merger or plan of consolidation involving the Corporation, (ii) the dissolution of the Corporation, and (iii) the sale, lease, exchange or other disposition of all, or substantially all of the property and assets of the Corporation, if not made in the regular course of business, and no such resolution shall be deemed to have been adopted and approved without the affirmative vote of holders of that number of shares of Class B Common Stock then outstanding which shall be required pursuant to that provision of the Texas Business Corporation Act in effect at the time of such vote.

2. Conversion Rights.

a. Any holder of shares of Class B Common Stock may at any time convert any or all of such shares into an equal number of shares of Class A Common Stock of the Corporation. Such right shall be exercised by the giving of written notice by such holder to the Corporation setting forth his election to convert and by the surrender of the stock certificate or certificates representing the shares of Class B Common Stock to be converted and the delivery to the Corporation, at its stock transfer office or agency in Dallas, Texas or at any place or places where the Corporation shall maintain a transfer agency, of such other instruments of conversion and/or transfer, in form satisfactory to the Corporation, duly executed by such holder or his duly authorized attorney. As promptly as practicable after compliance by a holder of shares of Class B Common Stock with the procedures of conversion described in this Section 2, the Corporation will deliver to such holder one or more certificates representing the number of shares of Class A Common Stock issuable upon such conversion, issued in such name or names as such holder may have directed. A conversion shall be deemed to have been made immediately

prior to the close of business on the date on which the holder complies with all of the requirements for conversion herein. All rights of any such holder arising from ownership of shares of Class B Common Stock shall cease upon such conversion. The person or persons in whose name or names the certificate or certificates representing shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock at such time and shall then have and then may exercise all the rights and powers appertaining thereto. All shares of Class A Common Stock which may be issued upon conversion as described herein will, upon issuance, be fully paid and nonassessable. Any share of Class B Common Stock that has been converted into a share of Class A Common Stock shall be retired and cancelled and may not be reissued.

V.

The street address of the registered office of the Corporation is Suite 800-LB9, 7502 Greenville Avenue, Dallas, Texas 75231 and the name of its registered agent at such address is Lee Roy Mitchell.

VI.

The number of directors constituting the Board of Directors is seven. The current Board of Directors consists of five members, leaving two vacancies. The names and addresses of the persons who are to serve as directors until the annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

Lee Roy Mitchell	Suite 800-LB9 7502 Greenville Avenue Dallas, Texas 75231
Paul Broadhead	2212 B Street Meridian, Mississippi 39301
Tandy Mitchell	Suite 800-LB9 7502 Greenville Avenue Dallas, Texas 75231

Alan W. Stock

Suite 800-LB9
7502 Greenville Avenue
Dallas, Texas 75231

Steven L. Holmes

Suite 800-LB9
7502 Greenville Avenue
Dallas, Texas 75231

VII.

Cumulative voting by the shareholders of the Corporation at any election for directors of the Corporation is hereby prohibited. Every shareholder entitled to vote at each such election shall have the right to vote, in person or by proxy, the number of shares owned by such shareholder for as many persons as there are directors to be elected and for whose election such shareholder has a right to vote.

VIII.

To the fullest extent permitted by applicable law, no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in such director's capacity as a director of the Corporation.

Any repeal or amendment of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, a director shall not be liable to the fullest extent permitted by any amendment to the Texas Miscellaneous Corporation Laws Act or the Texas Business Corporation Act hereafter enacted that further limits the liability of a director.

IX.

Notwithstanding any other provision of these Articles of Incorporation, nothing herein shall in any way be deemed to restrict the circumstances under which the Corporation is required or permitted to indemnify and advance expenses to a person under applicable law. Without limiting the foregoing, the Corporation shall indemnify any and all persons who may serve or who may have served at any time as directors or officers of the Corporation or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as directors and officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be

a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, in which they are, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except to the extent forbidden by applicable law. The Corporation shall, in all cases, indemnify and advance expenses to all eligible persons under applicable law to the fullest extent permitted by such law. Indemnification and advancement of expenses of advances shall be mandatory to the extent that applicable law provides that the Corporation may authorize such indemnification and advancement of expenses. Such indemnification and advancement of expenses shall be in addition to any other rights to which those seeking indemnification and advancement of expenses may be entitled under any law, bylaw, agreement, vote of shareholders or otherwise.

The Corporation may, to the fullest extent permitted by applicable law, at any time without further shareholder approval, purchase insurance or enter into any other arrangement for the benefit of a person eligible under applicable law to receive such benefit, insuring such person against any liability asserted against such person incurred in connection with or arising out of such person's relationship with the Corporation whether or not the Corporation would have the power to indemnify such person against such liability under applicable law, including, but not limited to (i) creating a trust fund, (ii) establishing any form of self-insurance, (iii) securing its indemnity obligations by granting a security interest or other lien on the assets of the Corporation, or (iv) establishing a letter of credit, guaranty or surety arrangement.

Any repeal or amendment of this Article by the shareholders of the Corporation or by changes in applicable law shall be prospective only, and shall not adversely affect any right of any person to indemnification and advancement of expenses existing at the time of such repeal or amendment. In addition to the foregoing, the right of directors and officers to indemnification and advancement of expenses shall be to the fullest extent permitted by the Texas Miscellaneous Corporation Laws Act, the Texas Business Corporation Act or any other applicable law and all amendments to such laws as hereafter enacted from time to time.

X.

Any action which would otherwise be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

XI.

Except to the extent such power may be modified or divested by action of shareholders representing a majority of the issued and outstanding shares of the capital stock of the Corporation, the power to alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

XII.

The corporation shall not commence business until it has received for the issuance of its shares consideration of the value of at least one thousand dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE THREE

Each such amendment made by the Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act, and such Amended and Restated Articles of Incorporation and each such amendment made by the Amendment and Restated Articles of Incorporation were duly adopted by the shareholders of the Corporation on the 3rd day of June, 1992.


ARTICLE FOUR

The number of shares of the Class A Common Stock of the corporation outstanding at the time of such adoption was 3,000 and the number of shares of Class A Common Stock entitled to vote thereon was 3,000. The holders of all of which have signed a consent to the adoption of such restated articles of incorporation so amended.

ARTICLE FIVE

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Amended and Restated Articles of Incorporation as set forth above, which accurately copy the entire text thereof as amended.

CINEMARK USA, INC.

By: 
Name: LEE ROY MITCHELL
Title: PRESIDENT

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The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

CINEMARK USA, INC.

The undersigned, as Secretary of State of the State of Texas, hereby certifies that the attached Articles of Amendment, duly signed, have been received in this Office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in the Secretary by law, issues this Certificate and attaches hereto a copy.

Dated September 27, 19 88.



Paul M. Reins
Secretary of State

EXHIBIT B

BYLAWS

(Attached)

AMENDED AND RESTATED
BYLAWS
OF
CINEMARK USA, INC.

ARTICLE I.

OFFICES

Section 1. Registered Office and Place of Business. The registered office of the Corporation shall be at Suite 470-LB9, 7502 Greenville Avenue, Dallas, Texas 75231 and the name of the registered agent at such address is Lee Roy Mitchell. The Corporation may have, in addition to its registered office, offices and places of business at such places, both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II.

MEETING OF SHAREHOLDERS

Section 1. Place of Meeting. All meetings of the shareholders of the Corporation shall be held at such times and at such place within or without the State of Texas as shall be determined by the Board of Directors.

Section 2. Annual Meetings. An annual meeting of the shareholders commencing with the year 1988 shall be held each year at the time and date during the month of June to be selected by the Board of Directors. If the day is a legal holiday, then the meeting shall be on the next business day following. At the meeting they shall elect a Board of Directors, and transact such other business as may properly be brought before the meeting.

Section 3. Voting List. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at said meeting, arranged in alphabetical order, with the residence of each and the number of voting shares held by each, shall be prepared by the officer or agent having charge of the stock transfer books. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to the inspection by any shareholder at any time during usual business hours. Such list shall be produced and kept open at the time and place of the meeting during the whole thereof, and shall be subject to the inspection of any shareholder who may be present. The original stock transfer books shall be prima-facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders. Failure to comply with the requirements of this section shall not affect the validity of any action taken at said meeting.

Section 4. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation or by these Bylaws, may be called by the Chairman of the Board, the President, the Board of Directors or the holders of not less than one-tenth of all the shares entitled to vote at the meetings. Business transacted at all special meetings shall be confined to the purposes stated in the notice of the meeting.

Section 5. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the officer or person calling the meeting, to each shareholder of record entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

Section 6. Quorum of Shareholders. The holders of a majority of the shares issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be requisite to and shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. If a quorum is not present or represented at any meeting of the shareholders, the shareholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. Majority Vote; Withdrawal of Quorum. When a quorum is present at any meeting, the vote of the holders of a majority of the shares having voting power, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one on which, by express provision of the statutes, the Articles of Incorporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. Method of Voting. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by statute, by the Articles of Incorporation or by any other certificate creating any class or series of stock. At any meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. Each

proxy shall be filed with the Secretary of the Corporation prior to or at the time of the meeting. Any vote may be taken by voice or by show of hands unless someone entitled to vote objects, in which case written ballots shall be used.

Section 9. Record Date; Closing Transfer Books. The Board of Directors may fix in advance a record date for the purpose of determining shareholders entitled to notice of or to vote at a meeting of the shareholders, the record date to be not less than ten nor more than fifty days prior to the meeting; or the Board of Directors may close the stock transfer books for such purpose for a period of not less than ten nor more than fifty days prior to such meeting. In the absence of any action by the Board of Directors, the date upon which the notice of the meeting is mailed shall be the record date.

Section 10. Action Without Meeting. Any action required by statute to be taken at a meeting of the shareholders, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof and such consent shall have the same force and effect as a unanimous vote of the shareholders. Any such signed consent, or a signed copy thereof, shall be placed in the minute book of the Corporation.

Section 11. Telephone Meeting. Subject to the provisions of applicable law and these Bylaws, shareholders may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE III.

DIRECTORS

Section 1. Management of the Corporation. The business and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are not, by statute or by the Articles of Incorporation or by these Bylaws, directed or required to be exercised or done by the shareholders.

Section 2. Number and Qualifications. The Board of Directors shall consist of two (2) members, none of whom need be shareholders or residents of the State of Texas. The directors shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director* elected shall hold office until his successor shall be elected and shall qualify.

Section 3. Change in Number. The number of directors may be increased or decreased from time to time by amendment to these Bylaws; provided that at all times the number of directors shall be at least one and no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

Section 4. Removal. Any director may be removed either for or without cause at any special meeting of shareholders by the affirmative vote of a majority in number of the shareholders present in person or represented by proxy at such meeting and entitled to vote for the election of such director, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting.

Section 5. Vacancies. If any vacancies occur in the Board of Directors by the death, resignation, retirement, disqualification or removal from office of any director, or otherwise than as a result of an increase in the number of directors, a majority of the directors then in office, though less than a quorum, may choose a successor or successors, or a successor or successors may be chosen at a special meeting of shareholders called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term of his

predecessor in office. Any vacancy in the Board of Directors to be filled by reason of an increase in the number of directors shall be filled by election at the annual meeting of the shareholders or at a special meeting of shareholders called for that purpose.

Section 6. Election of Directors. Directors shall be elected by plurality vote. Cumulative voting shall not be permitted.

Section 7. Place of Meetings. The directors of the Corporation may hold their meetings, both regular and special, either within or without the State of Texas.

Section 8. Annual Meetings. The first meeting of each newly elected Board shall be held without further notice immediately following the annual meeting of the shareholders and at the same place, unless by majority vote of the directors then elected and serving such time or place is changed.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as may be fixed from time to time by resolutions adopted by the Board and communicated to all directors. Except as otherwise provided by statute, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular meeting need be specified in the notice or waiver of notice of such meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or the President on twenty-four (24) hours' notice to each director either personally or by mail or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors. Except as may be otherwise expressly provided by statute, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice or waiver of notice of such meeting.

Section 11. Quorum; Majority Vote. At all meetings of the Board of Directors, the presence of a majority of the directors fixed by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. At any such adjourned meeting any business may be transacted which might have been transacted at the meeting as originally notified.

Section 12. Compensation. The Board of Directors shall have authority to determine from time to time the amount of compensation, if any, which shall be paid to its members for their

services as directors and as members of standing or special committees of the Board. The Board shall also have power in its discretion to provide for and to pay to directors rendering services to the Corporation not ordinarily rendered by directors as such, special compensation appropriate to the value of such services as determined by the Board from time to time. Nothing herein contained shall be construed to preclude any directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 13. Procedure. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

Section 14. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or such committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State. The signed consent, or a signed copy, shall be placed in the minute book of the Corporation.

Section 15. Telephone Meeting. Subject to the provisions of applicable statutes and these Bylaws, members of the Board of Directors or of any committee thereof may participate in and hold

a meeting of the Board of Directors or any committee thereof by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE IV.

EXECUTIVE COMMITTEE

Section 1. Designation. The Board of Directors may, by resolution adopted by a majority of the number of directors fixed by these Bylaws, designate an Executive Committee, to consist of two or more of the directors of the Corporation (with such alternatives, if any, as may be deemed desirable), one of whom shall be the President of the Corporation.

Section 2. Authority. The Executive Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation, except where action of the full Board of Directors is required by statute or by the Articles of Incorporation.

Section 3. Change in Number. The number of members of the Executive Committee may be increased or decreased from time to time by resolution adopted by a majority of the whole Board of Directors.

Section 4. Removal. Any member of the Executive Committee may be removed by the Board of Directors by the affirmative vote of a majority of the whole Board, whenever in its judgment the best interests of the Corporation will be served thereby.

Section 5. Vacancies. Any vacancy in the Executive Committee may be filled by the affirmative vote of a majority of the whole Board.

Section 6. Meetings. Time, place and notice, if any, of meetings of the Executive Committee shall be determined by the Executive Committee.

Section 7. Quorum; Majority Vote. At meetings of the Executive Committee, a majority of the number of members designated by the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Executive Committee, except as otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws. If a quorum is not present at a meeting of the Executive Committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

Section 8. Compensation. See Article III, Section 12.

Section 9. Procedure. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The minutes of the proceedings

of the Executive Committee shall be placed in the minute book of the Corporation. The Secretary of the Corporation, or, in his absence, an Assistant Secretary, shall act as the secretary of the Executive Committee, or the committee may, in its discretion, appoint its own secretary.

Section 10. Action Without Meeting. See Article III, Section 14.

Section 11. Telephone Meeting. See Article III, Section 15.

Section 12. Responsibility. The designation of an Executive Committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

ARTICLE V.

OTHER COMMITTEES OF THE BOARD

Section 1. Other Committees. The Board of Directors may, by resolution adopted by affirmative vote of a majority of the whole Board, designate two or more directors (with such alternates, if any, as may be deemed desirable) to constitute another committee or committees for any purpose; provided, that any such other committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and the Executive Committee and of carrying out and implementing any instructions or any policies, plans and programs therefore approved, authorized and adopted by the Board of Directors or the Executive Committee.

ARTICLE VI.

NOTICE

Section 1. Manner of Giving Notice. Whenever under the provisions of the statutes, the Articles of Incorporation or these Bylaws, notice is required to be given to any committee member, director or shareholder, and no provisions are made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such committee member, director or shareholder at the address appearing on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mails as aforesaid.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any committee member, director or shareholder of the Corporation under the provisions of the statutes, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VII.

OFFICERS, EMPLOYEES AND AGENTS:

POWERS AND DUTIES

Section 1. Elected Officers. The elected officers of the Corporation shall be a Chairman of the Board, a President, an Executive Vice President, one or more Vice Presidents as may be determined from time to time by the Board (and, in the case of each such Vice President, with such descriptive title, if any, as the Board of Directors shall deem appropriate), a Secretary and a Treasurer. The Chairman of the Board shall be a member of the Board of Directors; no other elected officer of the Corporation need be a director of the Corporation, and no elected officer of the Corporation need be a shareholder or resident of the State of Texas.

Section 2. Appointive Officers. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents (none of whom need be a member of the Board, a shareholder or resident of the State of Texas) as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board of Directors or the Executive Committee.

Section 3. Two or More Offices. Any two (2) or more offices may be held by the same person.

Section 4. Compensation. The compensation of all officers of the Corporation shall be fixed from time to time by the Board of Directors or the Executive Committee. The Board of Directors or the Executive Committee may from time to time delegate to the President the authority to fix the compensation of any or all of the other officers (except the Chairman of the Board) of the Corporation.

Section 5. Term of Office; Removal; Filling of Vacancies. Unless otherwise specified by the Board at the time of election or in an employment contract approved by the Board, each elected officer's term shall end at the first meeting of directors after the next annual meeting of shareholders. Each elected officer of the Corporation shall hold office until his successor is chosen and qualified in his stead or until his earlier death, resignation or removal from office. Each appointive officer or agent shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

Section 6. Chairman of the Board. The Chairman of the Board shall preside when present at all meetings of the shareholders and the Board of Directors. He shall advise and counsel the President and other officers of the Corporation and shall exercise such powers and perform such duties as shall be assigned to or required of him from time to time by the Board of Directors or the Executive Committee.

Section 7. President. The President shall be the chief executive officer of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the affairs of the Corporation and shall have general and active control of all its business. In the absence of the Chairman of the Board or if such officer shall not have been elected or be serving, the President shall preside when present at meetings of the shareholders and the Board of Directors, and shall have the power to call special meetings of the Board of Directors and shareholders for any purpose or purposes. Subject to the supervision, approval and review of his actions by the Executive Committee and the Board of Directors, he shall have authority to: cause the employment or appointment of and the discharge of employees and agents of the Corporation, other than officers, and fix their compensation; suspend for cause, pending final action by the authority which shall have elected or appointed him, any officer subordinate to the President; make and sign bonds, deeds, contracts and agreements in the name of and on behalf of the

Corporation and to affix the corporate seal thereto; sign stock certificates; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. The President shall put into operation the business policies of the Corporation as determined by the Executive Committee and the Board of Directors and as communicated to him by such bodies. In carrying out such business policies, the President shall, subject to the supervision of the Executive Committee and the Board of Directors, have general management and control of the day-to-day business operations of the Corporation. He shall see that the books, reports, statements and certificates required by statutes or laws applicable to the Corporation are properly kept, made and filed according to law. The President shall be subject only to the authority of the Executive Committee and the Board of Directors in carrying out his duties. In the absence of or disability of the President, his duties shall be performed and his powers may be exercised by the Vice Presidents in order of their seniority, unless otherwise determined by the President, the Executive Committee, or the Board of Directors.

Section 8. Executive Vice President. The Executive Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the President, the Executive Committee or the Board of Directors. In the event of the death, incapacity, disability, termination or resignation of

the President, the Executive Vice President automatically shall assume the duties of the President until the successor to the President is elected by the Board of Directors.

Section 9. Vice Presidents. Each Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the President, the Executive Committee or the Board of Directors.

Section 10. Secretary. The Secretary shall see that notice is given of all meetings of the shareholders and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the shareholders and the Board of Directors. He shall have charge of the corporate seal and have authority to attest any and all instruments or writings to which the same may be affixed. He shall keep and account for all books, documents, papers and records of the Corporation except those for which some other officer or agent is properly accountable. He shall have authority to sign stock certificates and shall generally perform all the duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, his duties shall be performed and his powers may be exercised by the Assistant Secretaries in the order of their seniority, unless otherwise determined by the Secretary, the President, the Executive Committee or the Board of Directors.

Section 11. Assistant Secretaries. Each Assistant Secretary shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the Secretary, the President, the Executive Committee or the Board of Directors.

Section 12. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation. He shall audit all payrolls and vouchers of the Corporation and shall direct the manner of certifying the same; shall receive, audit and consolidate all operating and financial statements of the Corporation and its various departments; shall have supervision of the books of account of the Corporation, their arrangement and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors or the Executive Committee shall from time to time direct or as shall be selected in accordance with procedure established by the Board or Executive Committee; shall advise upon all terms of credit granted by the Corporation; and shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts

of all receipts and disbursements of the Corporation. He shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation and to give proper receipts or discharges for all payments to the Corporation. The Treasurer shall generally perform all the duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer his duties shall be performed and his powers may be exercised by the Assistant Treasurers in the order of their seniority, unless otherwise determined by the Treasurer, the President, the Executive Committee or the Board of Directors.

Section 13. Assistant Treasurers. Each Assistant Treasurer shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the Treasurer, the President, the Executive Committee or the Board of Directors.

Section 14. Additional Powers and Duties. In addition to the foregoing especially enumerated duties, services and powers, the several elected and appointive officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or these Bylaws or as the Board of Directors or the Executive Committee may from time to time determine or as may be assigned to them by any competent superior officer.

ARTICLE VIII.

STOCK AND TRANSFER OF STOCK

Section 1. Certificates Representing Shares. Certificates in such form as may be determined by the Board of Directors and as shall conform to the requirements of the statutes, the Articles of Incorporation and these Bylaws shall be delivered representing all shares to which shareholders are entitled. Such certificates shall be consecutively numbered and shall be entered in the books of the Corporation as they are issued. Each certificate shall state on the face thereof that the Corporation is organized under the laws of the State of Texas, the holder's name, the number and class of shares and the designation of the series, if any, which such certificate represents, the par value of such shares or a statement that such shares are without par value and such other matters as may be required by law. Each certificate shall be signed by the Chairman of the Board or the President or a Vice President and the Secretary or an Assistant Secretary and may be sealed with the seal of the Corporation or a facsimile thereof. If any certificate is countersigned by a transfer agent or registered by a registrar, either of which is other than the Corporation or an employee of the Corporation, the signature of any such officer may be a facsimile.

Section 2. Issuance. Subject to the provisions of the statutes, the Articles of Incorporation or these Bylaws, shares may be issued for such consideration and to such persons as the Board of Directors may determine from time to time. Shares may

not be issued until the full amount of the consideration, fixed as provided by law, has been paid.

Section 3. Payment for Shares. The consideration for the issuance of shares shall consist of money paid, labor done (including services actually performed for the Corporation) or property (tangible or intangible) actually received. Neither promissory notes nor the promise of future services shall constitute payment for shares. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of consideration received shall be conclusive. When consideration, fixed as provided by law, has been paid, the shares shall be deemed to have been issued and shall be considered fully paid and nonassessable.

Section 4. Lost, Stolen or Destroyed Certificates. The Board of Directors, the Executive Committee, the President, or such other officer or officers of the Corporation as the Board of Directors may from time to time designate, in its or his discretion may direct a new certificate or certificates representing shares to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate or certificates to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors, the Executive Committee, the President, or any such other officer, in

its or his discretion and as a condition precedent to the issuance thereof, may require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it or he shall require and/or give the Corporation a bond in such form, in such sum, and with such surety or sureties as it or he may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate or certificates alleged to have been lost, stolen or destroyed.

Section 5. Transfers of Shares. Shares of stock shall be transferable only on the books of the Corporation by the holder thereof in person or by his duly authorized attorney. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate or certificates representing shares, duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, with all required stock transfer tax stamps affixed thereto and cancelled or accompanied by sufficient funds to pay such taxes, it shall be the duty of the Corporation or the transfer agent of the Corporation to issue a new certificate or certificates to the person entitled thereto, cancel the old certificate or certificates and record the transaction upon its books.

Section 6. Registered Shareholders. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly, shall not

be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

ARTICLE IX.

MISCELLANEOUS

Section 1. Dividends. Dividends upon the outstanding shares of the Corporation, subject to the provisions of the statutes and of the Articles of Incorporation, may be declared by the Board of Directors at any annual, regular or special meeting and may be paid in cash, in property or in shares of the Corporation, or in any combination thereof.

The Board of Directors may fix in advance a record date for the purpose of determining shareholders entitled to receive payment of any dividend, the record date to be not less than ten nor more than fifty days prior to the payment date of such dividend, or the Board of Directors may close the stock transfer books for such purpose for a period of not less than ten nor more than fifty days prior to the payment date of such dividend. In the absence of any action by the Board of Directors, the date upon which the Board of Directors adopts the resolution declaring the dividend shall be the record date.

Section 2. Reserves. There may be created from time to time by resolution of the Board of Directors, out of the earned surplus of the Corporation, such reserve or reserves as the directors from time to time, in their discretion, think proper to provide for

contingencies, or to equalize dividends, or to repair or maintain any property of the Corporation or for such other purpose as the directors shall think beneficial to the Corporation. The directors may modify or abolish any such reserve in the manner in which it was created.

Section 3. Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer, officers, agent or agents and in such manner as are permitted by these Bylaws and/or as, from time to time, may be prescribed by resolution (whether general or special) of the Board of Directors or the Executive Committee.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.

Section 5. Seal. The Corporation's seal shall be in such form as shall be adopted, and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 6. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each.

Section 7. Resignation. Any director, committee member, officer or agent may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Indemnification. To the extent permitted by law, the Corporation shall indemnify any person against any and all judgments, penalties (including excise and similar taxes), fines, amounts paid in settling or otherwise disposing of actions or threatened actions, and reasonable expenses in connection therewith, incurred by reason of the fact that he or she, his or her testator or intestate, is or was a director, officer, employee, partner or trustee of the Corporation, or of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise which he or she, his or her testator or intestate, served as such at the request of the Corporation. To the extent permitted by law, expenses so incurred by any such person in defending a civil or criminal action or proceeding shall at his request be paid by the Corporation in advance of the final disposition of such action or proceeding. Such right of indemnification shall not be exclusive of any other right which such person may have or hereafter acquire, and without limiting the generality of such statement, he or she shall be entitled to respective rights of indemnification under the Articles of Incorporation.

poration or any other By-Law, agreement, vote of shareholders, provisions of law or otherwise, as well as his or her rights under this Section.

Section 9. Surety Bonds. Such officers and agents of the Corporation (if any) as the President, the Board of Directors or the Executive Committee may direct, from time to time, shall be bonded for the faithful performance of their duties and for the restoration to the Corporation, in case of their death, resignation, retirement, disqualification or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the Corporation, in such amounts and by such surety companies as the President, the Board of Directors or the Executive Committee may determine. The premiums on such bonds shall be paid by the Corporation, and the bonds so furnished shall be in the custody of the Secretary.

Section 10. Interested Directors, Officers and Shareholders.

(a) Validity. Any contract or other transaction between the Corporation and any of its directors, officers or shareholders (or any corporation or firm in which any of them are directly or indirectly interested) shall be valid for all purposes notwithstanding the presence of such director, officer or shareholder at the meeting authorizing such contract or transaction, or his participation or vote in such meeting or authorization.

(b) Disclosure, Approval. The foregoing shall, however, apply only if the material facts of the relationship or the interest of each such director, officer or shareholder is known or disclosed:

(1) to the Board of Directors and it nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or

(2) to the shareholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for quorum and voting purposes.

(c) Non-Exclusive. This provision shall not be construed to invalidate any contract or transaction which would be valid in the absence of this provision.

ARTICLE X.

AMENDMENTS

Section 1. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors present at such meeting; provided, however, that Section 8 of Article VII hereof, and this Section 1

of Article X may be altered, amended, or repealed only at a meeting of the Shareholders at which a quorum is present by the affirmative vote of a majority of the Shareholders present at such meeting.

EXHIBIT A

6/31/89

AMENDMENT TO BYLAWS OF
CINEMARK USA, INC.

Article I, Section 1 is hereby amended and restated to read in its entirety as follows:

ARTICLE I

OFFICES

Section 1. Registered Office and Place of Business. The registered office of the Corporation shall be at Suite 800-LB9, 7502 Greenville Avenue, Dallas, Texas 75231 and the name of the registered agent at such address is Lee Roy Mitchell. The Corporation may have, in addition to its registered office, offices and places of business at such places, both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Corporation may require. ✓

Article VII, Sections 1 and 8 are hereby amended and restated to read in their entirety as follows:

ARTICLE VII

OFFICERS, EMPLOYEES AND AGENTS:
POWERS AND DUTIES

Section 1. Elected Officers. The elected officers of the Corporation shall be a Chairman of the Board, a President, one or more Executive Vice Presidents as may be determined from time to time by the Board, one or more Senior Vice Presidents as may be determined from time to time by the Board, one or more Vice Presidents as may be determined from time to time by the Board (and, in the case of each such Executive Vice President, Senior Vice President or Vice President, with such descriptive title, if any, as the Board of Directors shall deem appropriate), a Secretary and a Treasurer. The Chairman of the Board shall be a member of the Board of Directors; no other elected officer of the Corporation need be a director of the Corporation, and no elected officer of the Corporation need be a shareholder or resident of the State of Texas. *Superseded by 3/9/93*

Section 8A. Executive Vice President. Each Executive Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the President, the Executive Committee or the Board of Directors. In the event of the death, incapacity, ✓

disability, termination or resignation of the President, the person that has held the office of Executive Vice President for the longest continuous period of time automatically shall assume the duties of the President until the successor to the President is elected by the Board of Directors.

Section 8B. Senior Vice Presidents. Each Senior Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the President, the Executive Committee or the Board of Directors. In the event of the death, incapacity, disability, termination or resignation of the President and if there is no Executive Vice President able to assume the duties of the President as provided for in Section 8 of Article VII of these Bylaws, the person that has held the office of Senior Vice President for the longest continuous period of time shall automatically assume the duties of the President until the successor to the President is elected by the Board of Directors.

Article VIII, Section 1 is hereby amended and restated to read in its entirety as follows:

ARTICLE VIII

STOCK AND TRANSFER OF STOCK

Section 1. Certificates Representing Shares. Certificates in such form as may be determined by the Board of Directors and as shall conform to the requirements of the statutes, the Articles of Incorporation and these Bylaws shall be delivered representing all shares to which shareholders are entitled. Such certificates shall be consecutively numbered and shall be entered in the books of the Corporation as they are issued. Each certificate shall state on the face thereof that the Corporation is organized under the laws of the State of Texas, the holder's name, the number and class of shares and the designation of the series, if any, which such certificate represents, the par value of such shares or a statement that such shares are without par value and such other matters as may be required by law. Each certificate shall be signed by the Chairman of the Board, the President, an Executive Vice President, a Senior Vice President or a Vice President and the Secretary or an Assistant Secretary and may be sealed with the seal of the Corporation or a facsimile thereof. If any certificate is countersigned by a transfer agent or registered by a registrar, either of which is other than the Corporation or an employee of the Corporation, the signature of any such officer may be a facsimile.

Article X, Section 1 is hereby amended and restated to read in its entirety:

ARTICLE X

AMENDMENTS

Section 1. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors present at such meeting; provided, however, that Sections 8A, 8B and 9 of Article VII hereof, and this Section 1 of Article X may be altered, amended, or repealed only at a meeting of the Shareholders at which a quorum is present by the affirmative vote of a majority of the Shareholders present at such meeting.

CERTIFICATION

I, the undersigned officer, hereby certify that the foregoing Article I, Section 1; Article VII, Sections 1, 8A and 8B; Article VIII, Section 1; and Article X, Section 1 were duly adopted as amendments to the Bylaws of Cinemark USA, Inc. and were adopted by the Shareholders of Cinemark USA, Inc. by Unanimous Consent of the Shareholders of Cinemark USA, Inc. dated as of June 31, 1989, to certify which witness my hand and seal of office as of this 31st day of June, 1989.



Tandy Mitchell, Secretary of
Cinemark USA, Inc.

^5pjr/07537/0002.docs/AmdBylawCU^1

AMENDMENT TO BYLAWS OF
CINEMARK USA, INC.

Article III, Section 2 is hereby amended and restated to read in its entirety as follows:

ARTICLE III

DIRECTORS

Section 2. Number and Qualifications. The Board of Directors shall consist of seven (7) members, none of whom need be shareholders or residents of the State of Texas. The directors shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall hold office until his successor shall be elected and shall qualify.

*Supplemented by
3/12/96*

CERTIFICATION

I, the undersigned officer, hereby certify that the foregoing Article III, Section 2 was duly adopted as an amendment to the Bylaws of Cinemark USA, Inc. by Special Telephonic Meeting of the Shareholders of Cinemark USA, Inc. dated April 3, 1992, to certify which witness my hand and seal of office as of this 3rd day of April, 1992.

Tandy Mitchell

Tandy Mitchell, Secretary of
Cinemark USA, Inc.

3/9/93 ✓

AMENDMENT TO THE BYLAWS OF
CINEMARK USA, INC.

Article VII, Sections 1, 6 and 7 are hereby amended and restated to read in their entirety as follows:

ARTICLE VII

Officers, Employees And Agent:

Powers And Duties

Section 1. Elected Officers. The elected officers of the Corporation shall be a Chairman of the Board, a Vice-Chairman of the Board, a President, an Executive Vice President, one or more Vice Presidents as may be determined from time to time by the Board, (and, in the case of each such Vice President, with such descriptive title, if any, as the Board of Directors shall deem appropriate), a Secretary and a Treasurer. The Chairman of the Board and Vice-Chairman of the Board shall be members of the Board of Directors; no other elected officer of the Corporation need be a director of the Corporation and no elected officer of the Corporation need be a shareholder or resident of the State of Texas.

Section 6. Chairman and Vice-Chairman of the Board.

(a) The Chairman of the Board shall preside, when present, at all meetings of the shareholders and the Board of Directors. He shall advise and counsel the Vice Chairman, President and other officers of the Corporation and shall exercise such powers and perform such duties as

shall be assigned to or required of him from time to time by the Board of Directors or the Executive Committee.

(b) The Vice-Chairman of the board shall, in the absence of a Chairman of the Board, preside, when present at meetings of the Shareholders and the Board of Directors and shall have the power to call special meetings of the Board of Directors and Shareholders for any purpose or purposes.

The Vice-Chairman shall be the Chief Executive Officer of the Corporation and, subject to the provisions of these Bylaws shall have general supervision of the affairs of the Corporation and shall have general and active control of all its business. He shall preside over the Executive Committee and subject to the supervision, approval and review of his actions by the Executive Committee and the Board of Directors, he shall have authority to: cause the employment or appointment of and the discharge of employees and agents of the Corporation, other than officers and fix their compensation; suspend for cause, pending final action by the authority which shall have elected or appointed him, the President and any officer subordinate to the President; make and sign bonds, deeds, contracts and agreements in the name of and on behalf of the Corporation and to affix the corporate seal thereto; sign stock certificates, and in general to exercise all the powers usually appertaining to the office of the Chief Executive Officer of a Corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws.

Section 7. President. The President shall be the Chief Operating Officer of the Corporation. In the absence of the Chairman of the Board and the Vice-Chairman of the Board, the President shall preside when present at meetings of the shareholders and the Board of Directors, and shall have the power to call special meetings of the Board of Directors and shareholders for any purpose or purposes. Subject to the supervision, approval and review of his actions by the Vice-Chairman, Executive Committee and the Board of Directors, he shall have authority to: cause the employment or appointment of and the discharge of employees and agents of the Corporation, other than officers, and fix their compensation; suspend for cause, pending final action by the authority which shall have elected or appointed him, any officer subordinate to the President; make and sign bonds, deeds, contracts and agreements in the name of and on behalf of the Corporation and to affix the corporate seal thereto; sign stock certificates; to generally assist the Vice-Chairman; and in general to exercise all the powers usually appertaining to the office of President/Chief Operating Officer of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. The President shall put into operation the business policies of the Corporation as determined by the Executive Committee and the Board of Directors and as communicated to him by such bodies. In carrying out such business policies, the President shall, subject to the supervision of the Vice-

Chairman, Executive Committee and the Board of Directors, have general management and control of the day to day business operations of the Corporation. He shall see that the books, reports, statements and certificates required by statutes or laws applicable to the Corporation are properly kept, made and filed according to law. The President shall be subject only to the authority of the Vice Chairman, Executive Committee and the Board of Directors in carrying out his duties. In the absence of or disability of the President, his duties shall be performed and his powers may be exercised by the Vice Presidents in order of their seniority, unless otherwise determined by the President, the Executive Committee, or the Board of Directors.

In the event of the death, incapacity, disability, termination or resignation of the Vice-Chairman, the President automatically shall assume the duties of Vice-Chairman until the successor to the Vice-Chairman is elected by the Board of Directors.

CERTIFICATION

I, the undersigned officer, hereby certify that the foregoing Article VII, Sections 1, 6 and 7 was duly adopted as an amendment to the Bylaws of Cinemark USA, Inc. by Special Meeting of the Board of Directors of Cinemark USA, Inc. dated March 9, 1993, to certify which witness my hand and seal of office as of this the 9th day of March, 1993.



Tandy Mitchell, Secretary of
Cinemark USA, Inc.

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AMENDMENT TO THE BYLAWS OF
CINEMARK USA, INC.

3/5/96

Article VII, Section 6 of the Bylaws is hereby amended and restated to read in its entirety as follows:

ARTICLE VII.

OFFICERS, EMPLOYEES AND AGENTS:

POWERS AND DUTIES


Section 6. Chairman of the Board; Vice Chairman of the Board.

(a) The Chairman of the Board shall preside when present at all meetings of the shareholders and the Board of Directors, and shall have the power to call special meetings of the Board of Directors and shareholders for any purpose or purposes. He shall advise and counsel the Vice Chairman, President and other officers of the Corporation and shall exercise such powers and perform such duties as shall be assigned to or required of him from time to time by the Board of Directors or the Executive Committee. The Chairman of the Board shall be the ranking chief executive officer of the Corporation, shall have general supervision of the affairs of the Corporation and general control of all of its business and shall see that all orders and resolutions of the Board are carried into effect. The Chairman of the Board, or in his absence, the Vice Chairman of the Board, shall preside when present at all meetings of the shareholders and the Board. The Chairman of the Board may execute bonds, mortgages and other contracts requiring a seal under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. The Chairman of the Board may delegate all or any of his powers or duties to the Vice Chairman of the Board or the President, if and to the extent deemed by the Chairman of the Board to be desirable or appropriate. ✓

(b) The Vice Chairman of the Board shall, in the absence of a Chairman of the Board, preside, when present at meetings of the Shareholders and the Board of Directors and shall have the power to call special meetings of the Board of Directors and Shareholders for any purpose or purposes and shall exercise such powers and perform such duties as shall be assigned to or required of him from time to time by the Board of Directors, the Executive Committee or the Chairman of the Board.

CERTIFICATION

I, the undersigned officer, hereby certify that the foregoing Article VII, Section 6, was duly adopted as an amendment to the Bylaws of Cinemark USA, Inc. by Ordinary Meeting of the Board of Directors of Cinemark USA, Inc. dated March 5, 1996, to certify which witness my hand and seal of office this the 5th day of March, 1996.



Tandy Mitchell, Secretary of
Cinemark USA, Inc.

AMENDMENT TO BYLAWS OF
CINEMARK USA, INC.

3/12/96

Article III, Section 2 is hereby amended and restated to read in its entirety as follows:

ARTICLE III
DIRECTORS

Section 2. Number and Qualifications. The Board of Directors shall consist of ten (10) members, none of whom need be shareholders or residents of the State of Texas. The directors shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall hold office until his successor shall be elected and qualify. ✓

CERTIFICATION

I, the undersigned officer, hereby certify that the foregoing Article III, Section 2 was duly adopted as an amendment to the Bylaws of Cinemark USA, Inc. by Unanimous Consent in Lieu of Special Meeting of the Shareholders of Cinemark USA, Inc. dated March 12, 1996 to certify which witness my hand as of the 12th day of March, 1996.



Name: Tandy Mitchell
Title: Secretary

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