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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings => => =>

4-30-03 RECORDAT TRAC



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DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
GC Companies, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 27, 2002

2. Name and address of receiving party(ies)
Name: AMC-GCT, Inc.
Internal Address: _____
Street Address: 920 Main Street
City: Kansas City State: MO Zip: 64105

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,779,275 1,782,990 2,073,609 2,223,425 2,452,111
2,462,736

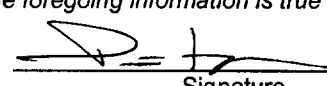
5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Peter C. Knops
Internal Address: Lathrop & Gage L.C.
Street Address: 2345 Grand Boulevard, Suite 2300
City: Kansas City State: MO Zip: 64108-2612

6. Total number of applications and registrations involved:..... 6

7. Total fee (37 CFR 3.41)..... \$ 165
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-0600
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Peter C. Knops  April 25, 2003
Name of Person Signing Signature Date

Total number of pages including covers sheet, attachments, and documents: 9

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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02 FC:8522 125.00 CH
CC 1155582v1

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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**AMENDED AND RESTATED
 CERTIFICATE OF INCORPORATION
 OF
GC COMPANIES, INC.**

GC Companies, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "corporation"), does hereby certify:

- I. The corporation has issued and received payment for its stock.
- II. The name of the corporation is GC Companies, Inc. The corporation was originally incorporated under the name GC Newco, Inc. The corporation's original Certificate of Incorporation was filed with the Delaware Secretary of State on September 14, 1993.
- III. The corporation filed for bankruptcy on October 11, 2000. This Amended and Restated Certificate of was adopted pursuant to a Reorganization under a statute of the United States, as confirmed by the Bankruptcy Court of Delaware on March 18, 2002, case numbers 00-2897 through 00-3927. (a copy of such confirmation order is on file at the principal place of business of GC Companies, Inc.) and therefore, pursuant to Section 303 of the DGCL, no board of director or shareholder approval is required.
- IV. The effective date of this Amended and Restated Certificate shall be March 29, 2002.
- V. The corporation's certificate of incorporation is hereby amended and restated as follows:

FIRST. The name of the corporation is:

AMC-GCT, INC.

SECOND. The registered office of the corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue shall be 1000 shares of common stock, each of the par value of \$1.00 per share.

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No holder of any shares of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any shares of stock of the corporation of any class, whether now or hereafter authorized or whether issued for cash, property or services or as a dividend or otherwise, or to purchase or subscribe for any obligations, bonds, notes, debentures, other securities or stock convertible into shares of stock of the corporation or carrying or evidencing any right to purchase shares of stock of any class.

FIFTH. Except as may be otherwise specifically provided by statute, or the certificate of incorporation or by the bylaws of the corporation, as from time to time amended, all powers of management, direction and control of the corporation shall be, and hereby are, vested in the board of directors.

SIXTH. The bylaws of the corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, in either of the following ways: (i) by the affirmative vote, at any annual or special meeting of the shareholders, of the holders of a majority of the outstanding shares of stock of the corporation entitled to vote, or (ii) by resolution adopted by a majority of the full board of directors; provided, however, that the power of the directors to alter, amend, suspend or repeal the bylaws or any portion thereof may be denied as to any bylaws or portion thereof enacted by the shareholders if at the time of such enactment the shareholders shall so expressly provide.

SEVENTH. (a) Each person who was or is a party or is involuntarily made a party threatened to be made a party to or is involuntarily involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer or representative or in any other capacity while serving as a director, officer or representative, shall be indemnified and held harmless by the corporation to the fullest extent permitted by the Delaware General Corporation law, as the same exists or may hereafter be amended, against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any such proceeding in advance of its final disposition upon delivery to the corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it should be determined ultimately that such person is not entitled to be indemnified under this Article Seventh or otherwise.

(b) If a claim under this Article Seventh is not paid in full by the corporation within ninety days after a written claim has been received by the corporation,

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the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and if successful, in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been rendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its board of directors, independent legal counsel, or its stockholders) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant had not met the applicable standard of conduct.

(c) The rights conferred by this Article Seventh shall not be exclusive of any other right which such persons may have or hereafter acquire under any statute, provision, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) The corporation may maintain insurance, at its expense, to protect itself and any such director, officer, or representative against any such expense, liability or loss, whether or not the corporation would have the power to indemnify him against such expense, liability or loss under the Delaware General Corporation Law.

EIGHTH. The corporation reserves the right to amend and repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

NINTH: Nothing within this Amended and Restated Certificate of Incorporation shall permit the issuance of non-voting equity securities to the extent prohibited by section 1123(a)(6) of the Bankruptcy Reform Act of 1978, as amended, as set forth in Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq.

TENTH. Except as may be otherwise provided by the bylaws of the corporation, no contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is interested in, or is a member, shareholder, director or officer of such other firm or corporation; and any director or officer of this corporation, individually or jointly with one or more other directors or officers of this corporation, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no such contract or transaction shall be

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affected or invalidated thereby; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any person, firm, association or corporation in which he may be in any wise interested.

ELEVENTH. The directors shall have power to hold their meetings and to keep the books (except any books required to be kept in the State of Delaware, pursuant to the laws thereof) at any place within or without the State of Delaware.

TWELFTH. The corporation reserves the right to alter, amend or repeal any provision contained in its certificate of incorporation in the manner now or hereafter prescribed by the statutes of Delaware, and all rights and powers conferred herein are granted subject to this reservation; and, in particular, the corporation reserves the right and privilege to amend its certificate of incorporation from time to time so as to authorize other or additional classes of shares (including preferential shares), to increase or decrease the number of shares of any class now or hereafter authorized, to establish, limit or deny to shareholders of any class the right to purchase or subscribe for any shares of stock of the corporation of any class, whether now or hereafter authorized or whether issued for cash, property or services or as a dividend or otherwise, or to purchase or subscribe for any obligations, bonds, notes, debentures, or securities or stock convertible into shares of stock of the corporation or carrying or evidencing any right to purchase shares of stock of any class, and to vary the preferences, priorities, special powers, qualifications, limitations, restrictions and the special or relative rights or other characteristics in respect of the shares of each class, and to accept and avail itself of, or subject itself to, the provisions of any statutes of Delaware hereafter enacted pertaining to general and business corporations, to exercise all the rights, powers and privileges conferred upon corporations organized thereunder or accepting the provisions thereof and to assume the obligations and duties imposed therein, upon the affirmative vote of the holders of a majority of the shares of stock entitled to vote thereon, or, in the event the laws of Delaware require a separate vote by classes of shares, upon the affirmative vote of the holders of a majority of the shares of each class whose separate vote is required thereon.

IN WITNESS WHEREOF, GC Companies, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed this 27th day of March, 2002.

GC COMPANIES, INC., a Delaware corporation

ATTEST:

Paul S. Scalia
Paul S. Scalia, Secretary

By: *Neil Edwards*
Name: G. Gail Edwards
Title: President

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Delaware

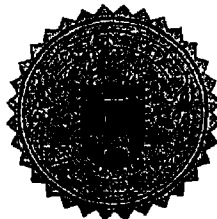
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GC COMPANIES, INC.", CHANGING ITS NAME FROM "GC COMPANIES, INC." TO "AMC-GCT, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2002, AT 5:15 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-NINTH DAY OF MARCH, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1700315

DATE: 04-03-02

RECORDED: 04/30/2003

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