

stock of an aggregate par value of \$100,000, consisting of 100,000 shares of Common Stock, \$1.00 par value, all of one class.

The total number of shares of stock of all classes which MPI Subsidiary has authority to issue is 10,000,000 shares of capital stock of an aggregate par value of \$100,000 consisting of 10,000,000 shares of Common Stock, \$.01 par value, all of one class.

FOURTH: The manner and basis of dealing with issued stock of the merged corporations shall be as follows:

(a) On the Effective Date of the Merger, each of the outstanding shares of Common Stock, \$.01 par value, of MPI Subsidiary, all of which are and shall then be owned by MPI, shall be cancelled.

(b) Each share of capital stock of MPI issued and outstanding on the Effective Date shall remain so issued and outstanding without any change whatever.

FIFTH: The principal office of MPI in the State of Maryland is located at 25 South Charles Street, Baltimore, Maryland 21201.

The principal office of MPI Subsidiary in the State of Maryland is located at 25 South Charles Street, Baltimore, Maryland 21201. MPI Subsidiary owns no property the title to which could be affected by the recording of an instrument among the land records of any county of the State of Maryland.

SIXTH: By unanimous written consent dated as of June 21, 1978, pursuant to Section 2-408 of the Maryland General Corporation Law, the Board of Directors of MPI duly adopted a resolution by affirma-