

tive vote of all the members of the Board of Directors approving the merger herein proposed substantially upon the terms and conditions set forth in these Articles of Merger. By such action, these Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the laws of Maryland and by the charter of MPI.

SEVENTH: 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 Subsidiary duly adopted a resolution by affirmative vote of all the members of the Board of Directors approving the merger herein proposed substantially upon the terms and conditions set forth in these Articles of Merger. By such action, these Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the laws of Maryland and by the charter of MPI Subsidiary.

EIGHTH: The merger provided for herein shall become effective at, and the Effective Date shall be, 11:00 a.m. on the date following the day on which these Articles of Merger are filed with and received for record by the State Department of Assessments and Taxation of Maryland.

NINTH: At any time prior to the Effective Date, the merger provided for herein may be abandoned by majority vote of the entire Board of Directors of MPI or MPI Subsidiary.

IN WITNESS WHEREOF, MONUMENTAL PROPERTIES, INC. and MONUMENTAL