

ARTICLES OF MERGER

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between

MONUMENTAL CORPORATION

(a Maryland corporation, the Surviving Corporation)

and

MONUMENTAL PROPERTIES, INC.

(a Maryland corporation)

MONUMENTAL CORPORATION, a corporation duly organized and existing under the laws of the State of Maryland ("Monumental" or the "Surviving Corporation"), and MONUMENTAL PROPERTIES, INC., a corporation duly organized and existing under the laws of the State of Maryland ("MPI") and a wholly-owned subsidiary of Monumental, do hereby certify that:

FIRST: Monumental and MPI have each agreed and each of them do hereby agree that MPI shall be merged with and into Monumental, as the Surviving Corporation, on the terms and conditions hereinafter set forth. The names of each of the corporations party to the Articles of Merger are as hereinabove set forth, and each of them is incorporated under the laws of the State of Maryland.

SECOND: Monumental shall be the Surviving Corporation and shall continue under the name of Monumental Corporation, and no amendment to its charter shall be effected as part of the merger provided for herein.

THIRD: The total number of shares of stock of all classes which Monumental has authority to issue is 40,000,000 shares of

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