

ARTICLES OF MERGER

between

MONUMENTAL PROPERTIES, INC.
(a Maryland corporation, the Surviving Corporation)

and

MONUMENTAL HAYWOOD, INC.
(a Maryland corporation)

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

FIRST: MPI and MPI Subsidiary have each agreed and each of them do hereby agree that MPI Subsidiary shall be merged with and into MPI, 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: MPI shall be the Surviving Corporation and shall continue under the name of Monumental Properties, Inc., 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 MPI has authority to issue is 100,000 shares of capital

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