

MONUMENTAL CORPORATION
Secretary's Certificate

The undersigned, CHARLES L. HAYES, hereby certifies that he is the duly elected, qualified and acting Secretary of Monumental Corporation (the "Corporation"), and certifies on behalf of the Corporation as follows:

1. On June 30, 1978, pursuant to a plan of liquidation approved by the shareholders of the Corporation on June 29, 1978, the subsidiaries of Monumental Properties, Inc., a Maryland corporation and wholly-owned subsidiary of the Corporation, merged into Monumental Properties, Inc., which, in turn, merged into the Corporation.

2. Effective July 1, 1978, after the completion of the mergers as set forth in paragraph 1 of this Certificate, the Corporation, pursuant to an Agreement dated June 30, 1978 (the "Agreement") between the Corporation and Monumental Properties Trust (a trust governed by the laws of the State of Maryland) (the "Trust"), transferred to the Trust all the Corporation's beneficial right, title, and interest in and to all the assets (with several isolated exceptions) owned by Monumental Properties, Inc. immediately preceding the merger of Monumental Properties, Inc. into the Corporation.

3. The following is the relevant text of the Agreement by which such transfer was effected: