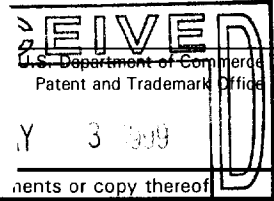


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ments or copy thereof

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):  
Avalon Bay Communities, Inc.

2900 Eisenhower Avenue, third floor  
Alexandria, VA 22314

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and Address of receiving party(ies):

Name: Avalon Bay Communities, Inc.

Internal Address:

Street Address: 2900 Eisenhower Avenue  
Third Floor  
Alexandria, VA 22314

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                 Change of Name  
 Other \_\_\_\_\_

Execution Date: October 2, 1998

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Maryland  
 Other \_\_\_\_\_

if assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from Assignment)  
 Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)

LEGENDARY SERVICE      75/281,251

Additional numbers attached?  Yes  No

B. Trademark registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Celia G. Spiritos, Esq.

Internal Address: Hogan & Hartson LLP

Street Address: 8300 Greensboro Drive  
Suite 1100

City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: ..... 1

7. Total fee (37 CFR 3.41): ..... \$ 40.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
08-2550  
(Attach duplicate copy of this page if paying by deposit account)

05/05/1999 JSHABAZZ 00000173 75281251      DO NOT USE THIS SPACE      40.00 OP

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9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Celia G. Spiritos, Esq.      Celia G. Spiritos      5/3/99  
Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet: 4

*MA*

ARTICLES OF AMENDMENT RECEIVED  
AMENDING THE CHARTER OF  
AVALON BAY COMMUNITIES, INC.

98 OCT -2 11:43  
ASSESS & TA

Avalon Bay Communities, Inc., a Maryland corporation (the "Corporation"), certifies as

follows:

FIRST: That the Corporation's Charter is hereby amended by:

STATE DEPT. OF ASSESSMENTS AND TAXATION  
RECEIVED BY  
10/2/98 1143

(A) deleting Article I, Section 1.3 in its entirety and inserting the following in

lieu thereof:

1.3 The total number of shares of Stock which the Corporation has authority to issue is two hundred ten million (210,000,000) shares, consisting of (i) fifty million (50,000,000) shares of Preferred Stock; (ii) one hundred forty million (140,000,000) shares of Common Stock; and (iii) twenty million (20,000,000) shares of excess stock, par value \$.01 per share ("Excess Stock"). The aggregate par value of all the shares of all classes of Stock is \$2,100,000.

(B) deleting Article II in its entirety and inserting the following in lieu thereof:

ARTICLE II

NAME

The name of the Corporation is:

"AvalonBay Communities, Inc."

82788530

STATE OF MARYLAND  
I hereby certify that this is a true and complete copy of the  
page document on file in this office. DATED: 10-16-98  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
BY: *Barbara N. Simms* Custodian  
This stamp replaces our previous certification system. Effective: 2/95

(C) deleting the first two sentences of Article VII, Section 7.1 in their entirety  
and inserting the following in lieu thereof:

7.1 ~~Authorized Stock.~~ The total number of shares of Stock which the Corporation has authority to issue is two hundred ten million (210,000,000) shares, consisting of (i) fifty million (50,000,000) shares of Preferred Stock, par value \$.01 per share; (ii) one hundred forty million (140,000,000) shares of Common Stock, par value \$.01 per share; and (iii) twenty million (20,000,000) shares of Excess Stock, par value \$.01 per share. The aggregate par value of all the shares of all classes of Stock is \$2,100,000.

SECOND: The foregoing amendments to the Corporation's Charter were advised by the Board of Directors of the Corporation and were approved by the stockholders of the Corporation at a Special Meeting of Stockholders held on October 2, 1998.

[Remainder of Page Left Blank Intentionally]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Charter of the Corporation to be executed in its name and on its behalf on this 2<sup>nd</sup> day of October 1998, by the President of the Corporation who acknowledges that these Articles of Amendment are the act of the Corporation and that to the best of his knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles of Amendment are true in all material respects.

AVALON BAY COMMUNITIES, INC.

(seal)

By: Charles H. Berman  
Charles H. Berman  
President

ATTEST

By: Jeffrey B. Van Horn  
Jeffrey B. Van Horn  
Secretary

DOC SC 662799.2