

03-08-2000

FORM PTO-1595
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No. 250/083

101284559



To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document.

1. Name of conveying party(ies): NRD
Avalon Bay Communities, Inc. 1-31-00

Individual Association
 General Partnership Limited Partnership
 Corporation State: MD
 Other

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

2. Name and address of receiving party
 Name: AvalonBay Communities, Inc. 01-31-2000
U.S. Patent & Trademark Office Mail Receipt #54

Internal Address: _____
 City: Alexandria State: VA Zip: 22314
 Street Address: 2900 Eisenhower Avenue, Suite 300
 City: Alexandria State: VA Zip: 22314

Individual(s) Citizenship _____
 Association _____
 General Partnership
 Limited Partnership
 Corporation State MD
 Other

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: October 2, 1998

4. Application number(s) or Trademark number(s):
 If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No(s): _____ B. Trademark No(s): 1,871,559

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Brent D. Sokol
 Internal Address: LYON & LYON LLP
633 West Fifth Street, Suite 4700
Los Angeles, CA 90071-2066
 Phone: (213) 489-1600

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Charge this Deposit Account if any additional fee is required

8. Deposit Account Number: 12-2475

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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.
Brent D. Sokol Date: 1/26/00
 Brent D. Sokol, Reg. No. 38,621

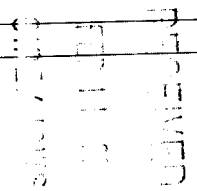
Total number of pages including cover sheet: 5

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:
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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503



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

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ASSESS & TAX

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

STATE DEPT. OF ASSESSMENTS & TAXATION

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

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10/2/98 *1143W*

(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."

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STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the page document on file in this office. DATE: *10-16-98*
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: *Barbara W. Sumner* Custodian
This stamp replaces our previous certification system. Effective: 6/95

(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.

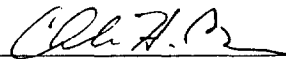
SECOND: The foregoing amendments to the Corporation's Charter were advised by the Board of Directors of the Corporation and were approved by the stockholders of the Corporation at a Special Meeting of Stockholders held on October 2, 1998.

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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 2nd 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
President

ATTEST

By: 
Jeffrey B. Van Horn
Secretary

DOCSC:662799.2