



CERTIFICATE OF AMENDMENT
OF
DECLARATION OF TRUST
OF
PIEDMONT REAL ESTATE INVESTMENT TRUST

WHEREAS, the Trustees of Piedmont Real Estate Investment Trust approved an Amendment to the Declaration of Trust;

WHEREAS, the holders of shares of beneficial interest of Piedmont Real Estate Investment Trust approved said amendment by greater than a two-thirds (2/3) majority at the duly convened annual meeting of said holders on November 23, 1976;

NOW, THEREFORE, said Declaration of Trust is hereby amended as follows:

1. Second "Whereas" clause of Preamble is amended to read as follows:

WHEREAS, the Trustees may, but shall not be required to, cause such trust to qualify as a "real estate investment trust" under the provisions of Sections 856-858 of the Internal Revenue Code of 1954, as amended ("REIT Provisions of the Code");

2. Section 7.5 is amended to read as follows:

Section 7.5 COMPLIANCE WITH REIT PROVISIONS.

Holders of the Trust's securities shall, upon demand, disclose to the Trustees, in writing, such information with respect to direct and indirect ownership of such securities as the Trustees may deem necessary to comply with the REIT Provisions of the Code and the regulations thereunder, as the same shall be amended from time to time, during periods in which the Trustees seek to qualify the Trust under such Code Provisions, by compliance with such, Provisions, or to comply with the requirements of any other taxing authority. If the Trustees shall, in good faith and at any time during which the Trustees seek to qualify the Trust under the REIT Provisions of Code, be of the opinion that direct or indirect ownership of such securities has or may become concentrated in any individual or individuals to an extent which is contrary to the requirements of Section 856(a)(6) of the Internal Revenue Code of 1954, as amended from time to time, then the Trustees shall have the power, by lot or other means deemed equitable by them, to call

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