



October 19, 2004

**Registered Agents
Legal Services, LLC**

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Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
2004 OCT 20 PM 1:43
TALLAHASSEE, FLORIDA

RE: Prime Outlets Mortgage Borrower GP, LLC

Dear Sir or Madam,

Please find enclosed the Statement of Change of Registered Agent for the above referenced LLC along with our check for your filing fee. Please file and return filed documents to the following address:

Registered Agents Legal Services, LLC
Attn: Denise Fowler
1220 N. Market Street, Suite 606
Wilmington, DE 19801

Please feel free to contact me with any questions at 800-400-6650. Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Denise Fowler".

Denise Fowler
Accounts Manager

Enclosures

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: Prime Outlets Mortgage Borrower GP, LLC

2. The mailing address of the limited liability company is : _____
100 East Pratt Street, 19th Floor, Baltimore, MD 21202

11/18/2003 _____ M03000003864
3. Date of filing/registration in Florida 4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Corpdirect Agents Inc.
Name
103 N Meridian St, Lower Level
Address
Tallahassee, FL 32301
City, State and Zip

6. The name and address of the new registered agent and/or office:
Registered Agents Legal Services, Inc.
Name
1333 North Duval Street
Florida street address (P.O. Box NOT acceptable)
Tallahassee FL 32303
City, State and Zip

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If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

[Signature]
(Signature of a member or authorized representative of a member)
David Lichtenstein
(Printed or typed name of signee)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

[Signature]
(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314