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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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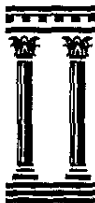


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BO4-207
JR

David W. Hotes, Esq.
Staff Attorney
(410) 234-1764
(410) 234-1761 Facsimile



PRIME RETAIL

May 7, 2004

VIA FEDERAL EXPRESS

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

RE: Prime Retail Management Limited Partnership

Dear Sir/Madam:

Enclosed is an Application By Foreign Limited Partnership for Authorization to Transact Business in Florida, together with an Affidavit of Capital Contributions for a Foreign Limited Partnership. Each of the forms has been executed and notarized where required.

Also enclosed is a check (#137521) in the amount of \$96.25, which represents a filing fee of \$52.50, a registered agent filing fee of \$35.00, and a certificate fee of \$8.75.

Once the document has been filed, please return the certificate to in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter, and please do not hesitate to contact me at (410) 234-1764, if you should have any questions.

Very truly yours,

A handwritten signature in cursive script, appearing to read "David W. Hotes".

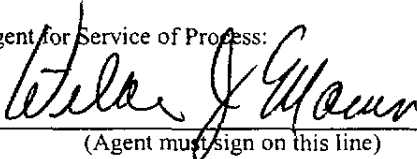
David W. Hotes

Enclosures

cc: R. Kelvin Antill, Esq. (w/o encl.)
Bernard D. Manzone, Jr. (w/encl.)

J:\ENTITIES\FL\DOSS07

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Prime Retail Management Limited Partnership
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")
3. Delaware 4. May 29, 1998
(State of Formation) (Date of Formation)
5. William J. Mann
(Name of Registered Agent for Service of Process)
6. 5461 Factory Shops Boulevard
(Street Address of Registered Office)
- Ellenton, Florida 34222
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line)
8. 100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- Prime Retail, L.P., 100 East Pratt Street, 19th Floor, Baltimore, Maryland 21202
- B94-G1
10. 100 East Pratt Street, 19th Floor, Baltimore, Maryland 21202
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 100 East Pratt Street, 19th Floor, Baltimore, Maryland 21202

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 7th day of May, 2004

Prime Retail, L.P.

By: Prime Outlets Acquisition Company, LLC, its sole general partner

By:

General Partner Robert A. Brvenik, President

STATE OF Maryland

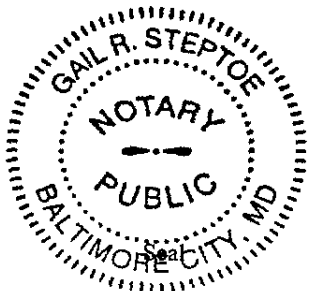
COUNTY OF City of Baltimore

On this 7th day of May, 2004

Robert A. Brvenik, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



Gail R. Steptoe
(Notary Public Signature)

Gail R. Steptoe

(Notary's Printed Name)

My Commission Expires: 12/13/05

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Robert A. Brvenik, President of Prime Retail LP,
a general partner of Prime Retail Management Limited Partnership, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 0.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 7th day of May, 2004.

Prime Retail, L.P.

By: Prime Outlets Acquisition Company, L.L.C., its sole general partner

By: 

General Partner Robert A. Brvenik, President

STATE OF Maryland

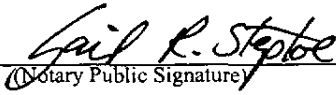
COUNTY OF City of Baltimore

On this 7th day of May, 2004

Robert A. Brvenik, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Gail R. Steptoe

(Notary's Printed Name)



Seal

My Commission Expires: 12/13/05