


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 JAN -4 PM 2:19	
1. Name of Limited Partnership  PRIME RETAIL, LTD.		1a. DOCUMENT # B94000000091			
Mailing Address  % PRIME RETAIL, L.P. 100 EAST PRATT ST., 19TH FL BALTIMORE MD 21202		Principal Office Address  % PRIME RETAIL, L.P. 100 EAST PRATT ST., 19TH FL BALTIMORE MD 21202		3. Date Formed or Registered 03/15/1994	
2. Mailing Address  Suite, Apt. #, etc.  City & State  Zip Country		2a. Principal Office Address  Suite, Apt. #, etc.  City & State  Zip Country		3a. Date of Last Report 01/05/1998	
				4. State or Country of Formation DE	
				5a. Capital Contributions as Shown on record. \$32,022,000.00	
				5b. Amount of Capital Contributions in FLORIDA to date: NONE	
				6. FEI Number 52-1844882 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
				8. Make check payable to: Dept. of State (See reverse side for fee information)	
9. Name and Address of Current Registered Agent  MANN, WILLIAM J GULF COAST FACTORY SHOPS 5461 FACTORY SHOPS BLVD. ELLENTON FL 34222				10. If charged, new Registered Agent/Office  Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.					
SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____					
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.					
11. Name(s) of General Partner(s)  PRIME RETAIL, INC.		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)  100 EAST PRATT STREET		11b. City, State & Zip Code  BALTIMORE MD 21202	
				11c. Registration/Document Number  F94000001318	
600002752436--E -01/22/98--01113--005 ***150.00 ***150.00					
Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.					
12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.					
SIGNATURE  Bernard D. Manzone Jr. V.P.		Typed or Printed Name of General Partner Signing Form BERNARD D. MANZONE JR. V.P.		DATE 12/30/98 Daytime Telephone Number (410) 234-1757	

CRZE003 (8/98)