

**B94000000091**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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H110000621913ABCV

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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION  
PRIME RETAIL, LTD.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 067     |
| Estimated Charge      | \$52.50 |

RECEIVED

11 MAR 16 AM 6:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/15

C. LEWIS

MAR 17 2011

EXAMINER

*This should  
have been  
Filed on  
3/9/11*

*Don't have  
evidence  
yet?*

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Prime Retail, L.P. (d/b/a Prime Retail, Ltd.)  
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Tracy L. Reinholt  
Contact Person

Simon Property Group  
Firm/Company

225 W. Washington St., P.O. Box 7033  
Address

Indianapolis, IN 46207-7033  
City, State and Zip Code

trcinholt@simon.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tracy L. Reinholt at ( 317 ) 263-7131  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee    ☐ \$61.25 Filing Fee and Certificate of Status    ☐ \$105.00 Filing Fee and Certified Copy    ☐ \$113.75 Filing Fee, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED

2011 MAR 9 AM 8:35

AMENDMENT TO CERTIFICATE OF AUTHORITY  
FOR  
FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Prime Retail, L.P. (d/b/a Prime Retail, Ltd.)

B94000000091

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 03/15/1994

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or L.L.P.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

M110000001074

Business Address:

PKLP Partner, LLC

225 W. Washington St., P.O. Box 7033

Indianapolis, IN 46207-7033

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

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8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:


☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: \_\_\_\_\_  
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:

  
\_\_\_\_\_

Typed or printed name:

James M. Barkley, Secretary of PRLP Partner, LLC, a  
Delaware limited liability company

|                                   |         |
|-----------------------------------|---------|
| Filing Fee:                       | \$52.50 |
| Certified Copy (optional):        | \$52.50 |
| Certificate of Status (optional): | \$8.75  |

# Delaware

PAGE 1

*The First State*

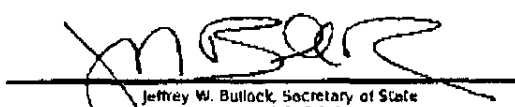
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PRIME RETAIL, L.P.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 2011, AT 3:54 O'CLOCK P.M.



2348991 8100

110270811

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8606013

DATE: 03-07-11

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:12 PM 02/07/2011  
FILED 03:54 PM 02/07/2011  
SRV 110124563 - 2348991 FILE

**STATE OF DELAWARE  
AMENDMENT TO THE CERTIFICATE OF  
LIMITED PARTNERSHIP  
OF  
PRIME RETAIL, L.P.**

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Limited Partnership is Prime Retail, L.P.

SECOND: The Certificate of Limited Partnership shall be amended as follows:

Paragraph 4 is hereby amended as follows:

"General Partner. The name and business mailing address of the general partner is PRLP Partner, LLC, 225 W. Washington St., P.O. Box 7033, Indianapolis, IN 46207-7033."

**IN WITNESS WHEREOF**, the undersigned executed this Amendment to the Certificate of Limited Partnership of Prime Retail, L.P. on this 7<sup>th</sup> day of February, 2011.

GENERAL PARTNER:

PRLP PARTNER, LLC, a Delaware limited liability company

By:   
James M. Barkley, Secretary