

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 26 AM 10:48

1. Name of limited Partnership

1a. DOCUMENT #
B94000000099

FLORIDA KEYS FACTORY SHOPS LIMITED PARTNERSHIP



Mailing Address
**100 EAST PRATT STREET, 19TH FLOOR
BALTIMORE MD 21202**

Principal Office Address
**100 EAST PRATT STREET, 19TH FLOOR
BALTIMORE MD 21202**

3. Date Formed or Registered
03/16/1994

5a. Capital Contributions as Shown on record
\$230,000.00

3a. Date of Last Report
01/02/1996

5b. Amount of Capital Contributions in FLORIDA to date
\$230,000

4. State or Country of Formation
IL

2. Mailing address
C/o Prime Retail, L.P.

2a. Principal Office Address
C/o Prime Retail, L.P.

Suite, Apt. #, etc.

Suite, Apt. #, etc.

6. FEI Number
36-3886631

Applied For
 Not Applicable

City & State

City & State

7. Certificate of Status Desired

\$8.75 Additional Fee Required

Zip Country

Zip Country

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
5481 FACTORY SHOPS BLVD.
ELLENTON FL 34222**

10. If changed, 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)

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/Document Number

**PRIME RETAIL, L.P.
PRIME RETAIL FINANCE II, INC**

**100 EAST PRATT STREET
100 EAST PRATT STREET**

**BALTIMORE MD 21202
BALTIMORE MD 21202**

**B94000000091
F95000000993**

200002021522--2
-12/06/96--01008--013
***585.00 ***585.00

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

C. Alan Schroeder

DATE

11/20/96

Typed or Printed Name of General Partner Signing Form: **C. Alan Schroeder-Sr., V.P., -General** Daytime Telephone Number **410-234-1773** partner

Counsel & Secretary of Prime Retail, Inc., general partner of Prime Retail, L.P., general 0012174

CR2E03 (6/96)