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0589.21897

LIMITED PARTNERSHIP AMENDMENT

FLORIDA KEYS FACTORY SHOPS LIMITED PARTNERSHIP

Certificate of Status	0
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**CERTIFICATE OF AMENDMENT  
TO  
APPLICATION FOR REGISTRATION  
OF**

Florida Keys Factory Shops Limited Partnership

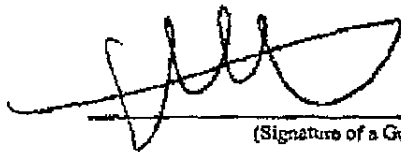
(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

To delete Prime Retail, L.P. and Prime Retail Finance II, Inc., as the current existing general partners and replace with Prime Outlets Mortgage Borrower GP, LLC, a Delaware limited liability company.

✓ M03000003864



(Signature of a General Partner)

Prime Outlets Mortgage Borrower GP, LLC, By: David Lichtenstein, President

(Typed or printed name of General Partner signing above)

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 8 day of December, 2003, David Lichtenstein personally appeared before me,

who is personally known to me  
 whose identity I proved on the basis of \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



(Notary Public Signature)

(Notary's Printed Name)

MARTIN SILVERSTEIN  
Notary Public, State Of New York  
No. 4596011  
Qualified in Nassau County  
Commission Expires Nov. 30, 2006

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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My Commission Expires:

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