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CT Corporation System

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City State Zip Phone

CORPORATION(S) NAME

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The Pine Outlets at Vero Beach
 Limited Partnership

Profit Amendment Merger

NonProfit Foreign Dissolution/Withdrawal Limited Liability Company

Limited Partnership Annual Report Other

Reinstatement Name Registration Change of R.A.

Fictitious Name UCC-1 Financing Statement UCC-3 Filing

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Florida Department of State, Jim Smith, Secretary of State

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

1. THE PRIME OUTLETS AT VERO BEACH 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 (State of Formation) 4. April 27, 1998 (Date of Formation)

5. CT Corporation System (Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road (Street Address of Registered Office)

Plantation, Florida 33324 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Connie Bryan (Officer must sign on this line) Connie Bryan, Special Asst. Secretary (Type Name and Title of Officer)

8. Prime Retail, L.P., 100 East Pratt St., 19th Floor, Baltimore, MD 21202 (Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS Prime Retail, L.P., a Delaware limited partnership SPECIFIC ADDRESS 100 East Pratt Street 19th Floor Baltimore, MD 21202

10. Prime Retail, L.P., 100 East Pratt Street, 19th Floor, Baltimore, MD 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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 100 East Pratt Street, 19th Floor, Baltimore, MD 21202 (Mailing Address of Limited Partnership)

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B95-91

This 26th day of May, 1998.

PRIME RETAIL, L.P., a Delaware limited partnership

By: Prime Retail, Inc., a Maryland corporation, its sole general partner

By: C. Alan Schroeder

C. Alan Schroeder

Executive Vice President - General Counsel & Secretary

STATE OF
CITY
COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 26th day of May, 1998, by Prime Retail, L.P. (Name of General Partner) of The Prime Outlets at Vero Beach Limited Partnership (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Eugenie E. Schwan

Notary Public

State of Maryland at Large, City of Baltimore

(SEAL)

My Commission Expires:
November 1, 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Prime Retail, L.P.,
a general partner of The Prime Outlets at Vero Beach 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 \$ 100.00.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 100.00.

This 29th day of May, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

PRIME RETAIL, L.P., a Delaware limited partnership

By: Prime Retail, Inc., a Maryland corporation, its general partner

By: C. Alan Schroeder

Name: C. Alan Schroeder
Title: Executive Vice President -
General Counsel & Secretary

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STATE OF Maryland
COUNTY OF Baltimore
DATE May 29th, 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Prime Retail, L.P., By: C. Alan Schroeder (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of May, 1998.

Eugenie J. Schwinn
Notary Public

Seal
State of Maryland at Large
My Commission Expires:
November 1, 1999