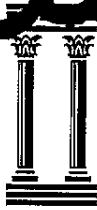


Eugenie C. Schwind
Senior Corporate Paralegal
(410) 234-1776 (Direct)
(410) 234-1761 (Facsimile)

B9800000370



PRIME RETAIL

June 28, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -3 PM 2:41
PONTIAC, MI 48106

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Annual Reports Filings
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Brenda Tadlock

000004221770--3
-05/17/01--01028--005
****676.25 ****628.05

RE: **The Prime Outlets At Vero Beach Limited Partnership**
- Uniform Business Report /Letter Number 001A00037727

Dear Ms. Tadlock:

Enclosed you will find a copy of the 2001 Uniform Business Report for The Prime Outlets At Vero Beach Limited Partnership along with the Supplemental Affidavit. You have our previous check in the amount of \$676.25 which reflects the required \$150 which will cover the filing fee for Uniform Business Report, as well as the fee for a Certificate of Status and the remaining will cover the current increase in capital contributions of \$89,821. In addition, you will now find our check in the amount of \$478.05 which should cover the addition funds required to file the Supplemental Affidavit of Capital Contributions.

Please return the Certificate of Status to my attention at the following address:

Eugenie C. Schwind
Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, MD 21202

FF # 628.05

Name	
Availability	
Document Examiner	<i>W</i>
Updater	Thank you for your assistance with this matter. Should you have any questions pertaining to this filing, please do not hesitate to contact me at (410) 234-1776.
Verifier	
Acknowledgement	
A. P. Verifier	

Supp aff

Sincerely,

Eugenie C. Schwind
Eugenie C. Schwind

Wet 7/13/01

/ecs
Enclosures



SUPPLEMENTAL AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS
FOR A
FOREIGN LIMITED PARTNERSHIP
FOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -3 PM 2:41

THE PRIME OUTLETS AT VERO BEACH LIMITED PARTNERSHIP

The undersigned general partner of The Prime Outlets At Vero Beach Limited Partnership, a Delaware limited partnership, executed this supplemental affidavit filed pursuant to section 620.176, Florida Statutes. The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is : \$89,821.

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.

IN WITNESS WHEREOF, the undersigned constituting all of the general partners of the limited partnership, have executed this on this 11th day of April 2001.

General Partner:

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

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

By: 

Name: C. Alan Schroeder

Title: Executive Vice President - General
Counsel and Secretary