

F0000000004716
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PRIME RETAIL, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Eugenie C. Schwind
(Name of Person)
Prime Retail, L.P.
(Firm/Company)
100 East Pratt Street, 19th Floor, Baltimore, Maryland 21202
(Address)
Baltimore, Maryland 21202
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

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-07/28/00--01030--004
*****87.50 *****87.50

Eugenie C. Schwind at (410) 234-1776
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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00 AUG 21 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 7, 2000

EUGENIE C. SCHWIND
PRIME RETAIL LP
100 E PRATT ST 19TH FLOOR
BALTIMORE, MD 21202

SUBJECT: PRIME RETAIL, INC.
Ref. Number: W00000019543

We have received your document for PRIME RETAIL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 100A00042611

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. PRIME RETAIL, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maryland 3. 38-2559212
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 12, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 15, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Prime Retail, L.P., 100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202
(Current mailing address)
8. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under Maryland General Corporation Law and permitted under Florida Law and to act as sole general partner of Prime Retail, L.P., a Delaware limited partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

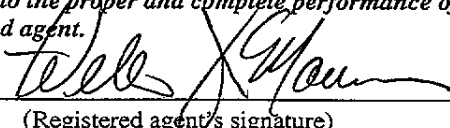
Name: William Mann

Office Address: c/o Prime Outlets at Ellenton
5461 Factory Shops Boulevard
Ellenton, , Florida, 34222
(Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)
Name: William Mann

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)
SEE ATTACHED

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. C. Alan Schroeder

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. C. Alan Schroeder, Executive Vice President - General Counsel and Secretary

(Typed or printed name and capacity of person signing application)

Name: C. Alan Schroeder

Title: Executive Vice President - General Counsel and Secretary

**PRIME RETAIL, INC.
BOARD OF DIRECTORS**

Mr. William H. Carpenter, Jr.
Director

c/o Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Mr. William P. Dickey
Director

c/o Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Mr. Robert D. Perlmutter
Director

c/o Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Mr. Norman Perlmutter
Director

c/o Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Mr. Kenneth A. Randall
Director

c/o Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Mr. Glenn D. Reschke
President and Chief Executive Officer and
Director

c/o Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Mr. Michael W. Reschke
Director
Chairman of the Board

c/o Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Ms. Sharon Sharp
Director

c/o Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Governor James R. Thompson
Director

c/o Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Mr. Marvin S. Traub
Director

c/o Prime Retail, L.P.
100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

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CLERK OF COURT
TALLAHASSEE, FLORIDA

**PRIME RETAIL, INC.
OFFICERS
NOVEMBER 12, 1997
AS OF JULY 1, 2000**

<u>Name</u>	<u>Title</u>	<u>Address</u>
Michael W. Reschke	Chairman of the Board, Director	
Glenn D. Reschke	President and Chief Executive Officer and Director	c/o Prime Retail, L.P. 100 East Pratt Street, 19th Floor Baltimore, MD 21202
Robert Brvenik	Executive Vice President - Chief Financial Officer & Treasurer	c/o Prime Retail, L.P. 100 East Pratt Street, 19th Floor Baltimore, MD 21202
C. Alan Schroeder	Executive Vice President - General Counsel & Secretary	c/o Prime Retail, L.P. 100 East Pratt Street, 19th Floor Baltimore, MD 21202
Steven S. Gothelf	Executive Vice President - Finance	c/o Prime Retail, L.P. 100 East Pratt Street, 19th Floor Baltimore, MD 21202
John S. Mastin	Executive Vice President - Leasing	c/o Prime Retail, L.P. 100 East Pratt Street, 19th Floor Baltimore, MD 21202
David G. Phillips	Executive Vice President	c/o Prime Retail, L.P. 100 East Pratt Street, 19th Floor Baltimore, MD 21202
Frederick J. Meno IV	Senior Vice President - Operations	c/o Prime Retail, L.P. 100 East Pratt Street, 19th Floor Baltimore, MD 21202
R. Kelvin Antill	Assistant Secretary	c/o Prime Retail, L.P. 100 East Pratt Street, 19th Floor Baltimore, MD 21202
Tami P. Daniel	Assistant Secretary	c/o Prime Retail, L.P. 100 East Pratt Street, 19th Floor Baltimore, MD 21202
Debra J. Markwitz	Assistant Secretary	c/o Prime Retail, L.P. 100 East Pratt Street, 19th Floor Baltimore, MD 21202

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NOTARY PUBLIC
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

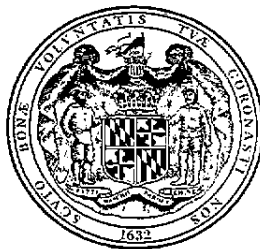
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ARTICLES OF MERGER MERGING PRIME RETAIL, INC. (A MD CORP) INTO SKY MERGER CORP. (MD CORP.) (SURVIVOR) NAME CHANGE TO: PRIME RETAIL, INC. WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON JUNE 15, 1998.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 06, 2000.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0000724568
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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