

FILE NOW: FILING FEE AFTER MAY 1ST IS \$350.00

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED

99 MAY 11 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F93000004592
1. Corporation Name
HORIZON/GLEN GROUP, INC.

Principal Place of Business: 5000 HAKES DRIVE, MUSKEGON MI 49441
Mailing Address: % BEV MONTGOMERY RUDNICK & WOLFE, 203 N LASALLE, #1800, CHICAGO IL 60601
c/o Prime Retail, L.P.

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 10/12/1993

4. FEI Number: 38-2559212

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 100 East Pratt Street, Suite, Apt. #, etc. 19th Floor, Baltimore, MD 21202

23. Mailing Address: c/o Prime Retail, L.P., Suite, Apt. #, etc. 100 East Pratt Street, 19th Floor, Baltimore, MD 21202

9. Name and Address of Current Registered Agent: THE PRENTICE-HALL CORPORATION SYSTEM INC, 1201 HAYES STREET, STE 105, TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent: William J. Mann, c/o Prime Outlets at Ellenton, 5461 Factory Shops Boulevard, Ellenton FL 34222

Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change is authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: *William J. Mann* DATE: 7/14/99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: CD	NAME: PERLMUTTER, NORMAN	1.1 TITLE:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: NORTON SHORES MI	1.2 NAME:	See Attachment
TITLE: PCEO	NAME: WASSEL, JAMES S.	1.3 STREET ADDRESS:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: NORTON SHORES MI	1.4 CITY-ST-ZIP:	
TITLE: SVP	NAME: COMARATO, PAUL	2.1 TITLE:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: NORTON SHORES MI	2.2 NAME:	
TITLE: AS	NAME: CHURCH-ESSEX, AMY L	2.3 STREET ADDRESS:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: NORTON SHORES MI	2.4 CITY-ST-ZIP:	
TITLE: AS	NAME: WILKS, DEBORAH L	3.1 TITLE:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: MUSKEGON MI	3.2 NAME:	
TITLE: T	NAME: O'BRIEN, JAMES S	3.3 STREET ADDRESS:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: NORTON SHORES MI	3.4 CITY-ST-ZIP:	
TITLE: AS	NAME: WILKS, DEBORAH L	4.1 TITLE:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: MUSKEGON MI	4.2 NAME:	
TITLE: AS	NAME: CHURCH-ESSEX, AMY L	4.3 STREET ADDRESS:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: NORTON SHORES MI	4.4 CITY-ST-ZIP:	
TITLE: AS	NAME: WILKS, DEBORAH L	5.1 TITLE:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: MUSKEGON MI	5.2 NAME:	
TITLE: AS	NAME: CHURCH-ESSEX, AMY L	5.3 STREET ADDRESS:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: NORTON SHORES MI	5.4 CITY-ST-ZIP:	
TITLE: AS	NAME: WILKS, DEBORAH L	6.1 TITLE:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: MUSKEGON MI	6.2 NAME:	
TITLE: AS	NAME: CHURCH-ESSEX, AMY L	6.3 STREET ADDRESS:	
STREET ADDRESS: 5000 HAKES DRIVE	CITY-ST-ZIP: NORTON SHORES MI	6.4 CITY-ST-ZIP:	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address, with all other like empowerment.

SIGNATURE: *C. Alan Schroeder* C. Alan Schroeder 5/2/99 (410) 234-1773

PRIME RETAIL, INC. (formerly known as Horizon/Glen Group, Inc.)

BOARD OF DIRECTORS

- | | |
|--|--|
| Mr. William H. Carpenter, Jr.
President, Chief Operating Officer,
and Director | 100 East Pratt Street
19th Floor
Baltimore, Maryland 21202 |
| Mr. William P. Dickey
Director | 100 East Pratt Street
19 th Floor
Baltimore, Maryland 21202 |
| Mr. Terence C. Golden
Director | 100 East Pratt Street
19th Floor
Baltimore, Maryland 21202 |
| Mr. Robert D. Pearlmutter
Director | 100 East Pratt Street
19 th Floor
Baltimore, Maryland 21202 |
| Mr. William Perlmutter
Director | 100 East Pratt Street
19 th Floor
Baltimore, Maryland 21202 |
| Mr. Kenneth A. Randall
Director | 100 East Pratt Street
19th Floor
Baltimore, Maryland 21202 |
| Mr. Glenn D. Reschke
Executive Vice President-
Development/Site Acquisitions
and Director | 100 East Pratt Street
19th Floor
Baltimore, Maryland 21202 |
| Mr. Michael W. Reschke
Director
Chairman of the Board | 100 East Pratt Street
19th Floor
Baltimore, Maryland 21202 |
| Mr. Abraham Rosenthal
Chief Executive Officer,
Director | 100 East Pratt Street
19th Floor
Baltimore, Maryland 21202 |
| Ms. Sharon Sharp
Director | 100 East Pratt Street
19th Floor
Baltimore, Maryland 21202 |
| Governor James R. Thompson
Director | 100 East Pratt Street
19th Floor
Baltimore, Maryland 21202 |
| Mr. Marvin S. Traub
Director | 100 East Pratt Street
19th Floor
Baltimore, Maryland 21202 |

**PRIME RETAIL, INC. (formerly known as Horizon/Glen Group, Inc.)
OFFICERS**

Name	Title	Address
Michael W. Reschke	Chairman of the Board, Director	100 East Pratt St. 19th Floor Baltimore, MD 21202
Abraham Rosenthal	Chief Executive Officer, Director	100 East Pratt St. 19th Floor Baltimore, MD 21202
William H. Carpenter, Jr.	President, Chief Operating Officer & Director	100 East Pratt St. 19th Floor Baltimore, MD 21202
Glenn D. Reschke	Executive Vice President - Development/Acquisitions Director	100 East Pratt St. 19th Floor Baltimore, MD 21202
David G. Phillips	Executive Vice President - Operations & Marketing	100 East Pratt St. 19th Floor Baltimore, MD 21202
Robert P. Mulreaney	Executive Vice President - Chief Financial Officer & Treasurer	100 East Pratt St. 19th Floor Baltimore, MD 21202
C. Alan Schroeder	Executive Vice President - General Counsel & Secretary	100 East Pratt St. 19th Floor Baltimore, MD 21202
R. Bruce Armiger	Senior Vice President - Development & Construction Management Services	100 East Pratt St. 19th Floor Baltimore, MD 21202
Steven S. Gothelf	Senior Vice President - Finance	100 East Pratt St. 19th Floor Baltimore, MD 21202
Anya T. Harris	Senior Vice President - Marketing and Communications	100 East Pratt St. 19th Floor Baltimore, Maryland 21202
John S. Mastin	Senior Vice President - Leasing	100 East Pratt St. 19th Floor Baltimore, Maryland 21202

Frederick J. Meno	Senior Vice President - Operations	100 East Pratt St. 19th Floor Baltimore, Maryland 21202
R. Kelvin Antill	Assistant Secretary	100 East Pratt St. 19th Floor Baltimore, MD 21202
Tami P. Daniel	Assistant Secretary	100 East Pratt St. 19th Floor Baltimore, MD 21202
Jill Reynolds Seidman	Assistant Secretary	100 East Pratt St. 19th Floor Baltimore, MD 21202