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May 14 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F94000001318 (4)

1. Corporation Name  
PRIME RETAIL, INC.

Principal Place of Business

100 E. PRATT ST.  
19TH FLOOR  
BALTIMORE MD 21202

Mailing Address

100 E. PRATT ST.  
19TH FLOOR  
BALTIMORE MD 21202-1009



3. Date Incorporated or Qualified 03/15/1994	3a. Date of Last Report 05/01/1996
4. FEI Number 52-1836258	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29

30

9. Name and Address of Current Registered Agent

MANN, WILLIAM J  
GULF COAST FACTORY SHOPS  
5461 FACTORY SHOPS BOULEVARD  
ELLENTON FL 34222

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 85 Zip Code

11. 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 was 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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when re-stating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	DC	<input type="checkbox"/> DELETE
NAME	RESCHKE, MICHAEL W	
STREET ADDRESS	100 E. PRATT ST., 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD 21202	
TITLE	DCEO	<input type="checkbox"/> DELETE
NAME	ROSENTHAL, ABRAHAM	
STREET ADDRESS	100 E. PRATT ST., 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	DPCO	<input type="checkbox"/> DELETE
NAME	CARPENTER, WILLIAM H JR	
STREET ADDRESS	100 E. PRATT ST., 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	V	<input type="checkbox"/> DELETE
NAME	RESCHKE, GLENN D	
STREET ADDRESS	100 E. PRATT ST., 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD 21202	
TITLE	V	<input type="checkbox"/> DELETE
NAME	PHILLIPS, DAVID G	
STREET ADDRESS	100 E. PRATT ST., 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD 21202	
TITLE	V/S	<input type="checkbox"/> DELETE
NAME	SCHROEDER, ALAN C.	
STREET ADDRESS	100 E. PRATT ST., 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD 21202	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Schroeder, C. Alan
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do 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.

SIGNATURE:

*[Signature]*

4/30/97 (410) 234-1773

CR2E034 (9/96)