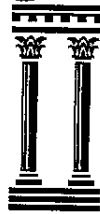


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Eugenie C. Schwind
Senior Corporate Paralegal
(410) 234-1776 (Direct)
(410) 234-1761 (Facsimile)



PRIME RETAIL

May 18, 1999

PR, Inc. File

VIA UNITED STATES POSTAL SERVICE

Florida Department of State
Division of Corporations
Post Office 1500
Tallahassee, Florida 32302-1500

RE: Prime Retail, Inc 52-1836258 - Withdrawal

100002885051--8
-05/25/99--01001--015
*****43.75 *****43.75

Dear Sir or Madam:

Enclosed you will find an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Prime Retail, Inc. with Federal I.D. Number 52-1836258. Attached to this withdrawal, you will find a copies of the Agreement and Articles of Merger between Sky Merger Corp. and Horizon Group, Inc. along with Articles of Merger between the old Prime Retail, Inc. and Sky Merger Corp. with Sky Merger Corp. as the survivor and the old Prime Retail, Inc. merging out. These articles were filed with the State of Maryland on June 15, 1998. The name Sky Merger Corp. was then changed to the new Prime Retail, Inc. Also, you will find our check in the amount of \$43.75 to cover the filing fees for such withdrawal.

Please send a date-stamped copy of such application, or some other evidence of its filing, back to me in the enclosed self addressed, stamped envelope.

Thank you for your assistance with this matter. Should you have any questions pertaining to this withdrawal, please do not hesitate to contact me at (410) 234-1776.

Sincerely,

Eugenie C. Schwind
Eugenie C. Schwind

/ecs

Enclosures

cc: C. Alan Schroeder, Esquire (w/o enclosure)
Bernard D. Manzone, Jr. (w/ enclosure)

Prime Retail, L.P.

100 East Pratt Street • Nineteenth Floor • Baltimore, Maryland • 21202
Telephone 410.234.0782 • Facsimile 410.234.1761 • www.primeretail.com

J:\Legal\genies\letters\secsta1.pri

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 25 AM 9:13

FILED

PRT
Listed
NYSE

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

PRIME RETAIL, INC.

(Name of Corporation)

Maryland

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

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

(Mailing Address)

Baltimore, Maryland 21202

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature of the chairman or vice chairman of the board,
president, or any officer.

Executive Vice President -
General Counsel and Secretary

Title

C. Alan Schroeder

Typed or printed name

5/2/99

Date

FILED
99 MAY 25 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA