

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # F94000003396 (8)

1. Corporation Name

PRIME RETAIL FINANCE, INC.

Principal Place of Business

19TH FLOOR
100 EAST PRATT STREET
BALTIMORE MD 21202

Mailing Address

19TH FLOOR
100 EAST PRATT STREET
BALTIMORE MD 21202



2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21	26	06/28/1994	07/12/1995
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FET Number	Applied For
22	27	52-1885613	Not Applicable
City & State	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	28	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
Zip	Country	29	30
24	25	29	30

9. Name and Address of Current Registered Agent

MANN, WILLIAM J
GULF COAST FACTORY SHOPS
5481 FACTORY SHOPS BOULEVARD
ELLENTON FL 34222

10. Name and Address of New Registered Agent

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

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 the person in the above named corporation

Signature typed or printed name of the person in the above named corporation

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RESCHKE, MICHAEL W	1.2 NAME	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	1.3 STREET ADDRESS	**See Attached List
CITY-STATE-ZIP	BALTIMORE MD	1.4 CITY-STATE-ZIP	
TITLE	CEOD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARPENTER, WILLIAM H JR	2.2 NAME	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	2.3 STREET ADDRESS	
CITY-STATE-ZIP	BALTIMORE MD 21202	2.4 CITY-STATE-ZIP	
TITLE	PCOD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSENTHAL, ABRAHAM	3.2 NAME	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	3.3 STREET ADDRESS	
CITY-STATE-ZIP	BALTIMORE MD	3.4 CITY-STATE-ZIP	
TITLE	V	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RESCHKE, GLENN D	4.2 NAME	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	4.3 STREET ADDRESS	
CITY-STATE-ZIP	BALTIMORE MD 21202	4.4 CITY-STATE-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PHILLIPS, DAVID G	5.2 NAME	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	5.3 STREET ADDRESS	
CITY-STATE-ZIP	BALTIMORE MD 21202	5.4 CITY-STATE-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOTHELF, STEVEN S	6.2 NAME	200001850882
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	6.3 STREET ADDRESS	-06/04/96--01162--006
CITY-STATE-ZIP	BALTIMORE MD	6.4 CITY-STATE-ZIP	***208.75

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:

C. Alan Schroeder

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

April 26, 1996

410-234-1773

CR2E034 (12/95)

F9400000 3396

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PRIME RETAIL FINANCE, INC. OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Michael W. Reschke	Chairman of the Board, Director	100 East Pratt St. 19th Floor Baltimore, MD 21202
Abraham Rosenthal	Chief Operating Officer, President, & Director	100 East Pratt St. 19th Floor Baltimore, MD 21202
William H. Carpenter, Jr.	Chief Executive Officer, Director	100 East Pratt St. 19th Floor Baltimore, MD 21202
Glenn D. Reschke	Executive Vice President - Development	100 East Pratt St. 19th Floor Baltimore, MD 21202
David G. Phillips	Executive Vice President - Leasing	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
Steven S. Gothelf	Senior Vice President - Finance	100 East Pratt St. 19th Floor Baltimore, MD 21202
C. Alan Schroeder	Senior Vice President - General Counsel & Secretary	100 East Pratt St. 19th Floor Baltimore, MD 21202
Tami P. Daniel	Assistant Secretary	100 East Pratt St. 19th Floor Baltimore, MD 21202
R. Kelvin Antill	Assistant Secretary	100 East Pratt St. 19th Floor Baltimore, MD 21202

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Jill Reynolds Seidman

Assistant Secretary

100 East Pratt Street
19th Floor
Baltimore, MD 21202

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

Mr. Michael W. Reschke
Director
Chairman of the Board

100 East Pratt Street
19th Floor
Baltimore, Maryland 21202

Mr. William H. Carpenter, Jr.
Chief Executive Officer,
Director

100 East Pratt Street
19th Floor
Baltimore, Maryland 21202

Mr. Abraham Rosenthal
President, Chief Operating Officer,
and Director

100 East Pratt Street
19th Floor
Baltimore, Maryland 21202

Mr. David S. Cordish
Director

100 East Pratt Street
19th Floor
Baltimore, Maryland 21202