

F9500000993

Document Number

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL 32301 (904) 656-8220

City

State

Zip

Phone

78.75 78.75 78.75 78.75 78.75 78.75 78.75 78.75 78.75 78.75
*****78.75 *****78.75

CORPORATION(S) NAME

Please Refer to Form II

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Resurrection

☐ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☒ CUS / G/S

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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 FINANCE II, 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
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. February 10, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Date of Filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 100 East Pratt Street, 19th Flr., Baltimore, Maryland 21202

(Current mailing address)
8. SEE EXHIBIT A ATTACHED HERETO
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: Michael W. Reschke

Address: 100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Director: Abraham Rosenthal
~~VICE CHAIRMAN:~~

Address: 100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Director: William H. Carpenter, Jr.

Address: 100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

Director: David S. Cordish

Address: 100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

B. OFFICERS

SEE EXHIBIT A ATTACHED HERETO.

President: _____

Address: _____

Vice President: _____

Address: _____

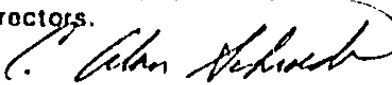
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. C. Alan Schroeder, Senior Vice President-General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

FILED
JAN 10 1968
FBI - TAMPA
65-1770-1 PM 12:37

EXHIBIT A

8. (A) To act as a general partner of Florida Keys Factory Shops Limited Partnership, an Illinois limited partnership; and (B) to engage in such activities and to exercise such powers permitted to corporations under the laws of the State of Maryland and to foreign corporations under the laws of the State of Florida that are necessarily incident to or connected with the foregoing or necessary to accomplish the foregoing.

12.B	Chairman of the Board	Michael W. Reschke 100 East Pratt Street, 19th Floor Baltimore, Maryland 21202
	Chief Executive Officer	William H. Carpenter, Jr. 100 East Pratt Street, 19th Floor Baltimore, Maryland 21202
	Chief Operating President- Officer	Abraham Rosenthal 100 East Pratt Street, 19th Floor Baltimore, Maryland 21202
	Executive Vice President- Development/Operations	Glenn D. Reschke 100 East Pratt Street, 19th Floor Baltimore, Maryland 21202
	Senior Vice President - Leasing	David G. Phillips 100 East Pratt Street, 19th Floor Baltimore, Maryland 21202
	Senior Vice President - Treasurer and Chief Financial Officer	Robert P. Mulreaney 100 East Pratt Street, 19th Floor Baltimore, Maryland 21202
	Senior Vice President - General Counsel and Secretary	C. Alan Schroeder 100 East Pratt Street, 19th Floor Baltimore, Maryland 21202
	Assistant Secretary	Tami P. Daniel 100 East Pratt Street, 19th Floor Baltimore, Maryland 21202

STATE OF MARYLAND

343570

DEPARTMENT OF ASSESSMENTS AND TAXATION

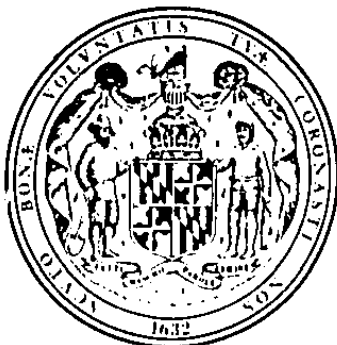
401 West Preston Street Baltimore Maryland 21201

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

I FURTHER CERTIFY THAT PRIME RETAIL FINANCE II, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

651170-1 PM12:37

STATE
DEPARTMENT OF
ASSESSMENTS
AND TAXATION



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 15TH DAY OF FEBRUARY, 1965.

Leah Hamm-Curry
LEAH HAMM-CURRY
OFFICE SUPERVISOR II

F95000000993

PRIME RETAIL

November 29, 1995

PRIME RETAIL Corp. File

Secretary of State
The State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000001652810
-12/05/95--01024--001
*****70.00 *****35.00

RECEIVED
95 DEC -4 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Change of Registered Agent for Prime Retail Inc., and
Prime Retail Finance II, Inc.

Dear Sir or Madam:

Enclosed is a Statement of Change of Registered Office or Registered Agent or Both for Corporations concerning Prime Retail Finance II, Inc. and Prime Retail, Inc. Also enclosed is a check for \$70.00 to pay for any necessary filing fees.

Please send me a receipt-stamped copy or letter indicating the receipt and filing of these documents.

Thank you for your assistance with this matter. If there are any problems or questions, please contact me at (410) 234-0782, ext. 651.

Sincerely,

Jill Marie Neal

Jill Marie Neal
Corporate Paralegal

12/7

/jmn
Enclosure

RA. Chang

Prime Retail, L.P.
100 East Pratt Street - Nineteenth Floor - Baltimore, Maryland - 21202
Telephone 410.234.0782 - Facsimile 410.234.1761

Printed on recycled paper

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Prime Retail Finance II, Inc.

1b. The mailing address of the corporation is : 100 East Pratt Street, 19th Floor
Baltimore, Maryland 21202

1c. Date of incorporation: March 1, 1995 Document number: F95000000993

2. The name and address of the current registered agent and office:

CT CORPORATION SYSTEM, INC.
1200 South Pine Island
Plantation, Florida 33324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

William J. Mann, General Manager
c/o Gulf Coast Factory Shops, 5461 Factory Shops Blvd.
Ellenton, Florida 34222

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

C. Alan Schroeder
(Signature of an officer, chairman or
vice chairman of the board)

11/1/95
(Date)

C. Alan Schroeder - Sr. V.P. - General Manager & Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

William J. Mann
(Signature of Registered Agent)

11-10-
(Date)

If signing on behalf of an entity:

William J. Mann, General Manager
(Typed or Printed Name)

(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314