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**PROFIT
CORPORATION
ANNUAL REPORT
1996**



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

DOCUMENT # F95000000993 (4)

1. Corporation Name

PRIME RETAIL FINANCE II, INC.



Principal Place of Business

Mailing Address

**100 EAST PRATT STREET
19TH FL
BALTIMORE MD 21202**

**100 EAST PRATT STREET
19TH FL
BALTIMORE MD 21202**

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324-CD**

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 607.0503, Florida Statutes.

SIGNATURE

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

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

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE ☐ DELETE

NAME **CD**
RESCHKE, MICHAEL W
STREET ADDRESS **100 EAST PRATT STREET, 19TH FLOOR**
CITY-STATE-ZIP **BALTIMORE MD**

TITLE ☐ DELETE

NAME **CEOD**
CARPENTER JR, WILLIAM H
STREET ADDRESS **100 EAST PRATT STREET, 19TH FLOOR**
CITY-STATE-ZIP **BALTIMORE MD**

TITLE ☐ DELETE

NAME **PD**
ROSENTHAL, ABRAHAM
STREET ADDRESS **100 EAST PRATT STREET, 19TH FLOOR**
CITY-STATE-ZIP **BALTIMORE MD**

TITLE ☐ DELETE

NAME **V**
RESCHKE, GLENN D
STREET ADDRESS **100 EAST PRATT STREET, 19TH FLOOR**
CITY-STATE-ZIP **BALTIMORE MD**

TITLE ☐ DELETE

NAME **T**
MULREANEY, ROBERT P
STREET ADDRESS **100 EAST PRATT STREET, 19TH FLOOR**
CITY-STATE-ZIP **BALTIMORE MD**

TITLE ☐ DELETE

NAME **S**
SCHROEDER, C A
STREET ADDRESS **100 EAST PRATT STREET, 19TH FLOOR**
CITY-STATE-ZIP **BALTIMORE MD**

1.1 TITLE ☐ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-STATE-ZIP

****SEE ATTACHED LIST**

2.1 TITLE ☐ Change ☐ Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-STATE-ZIP

3.1 TITLE ☐ Change ☐ Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-STATE-ZIP

4.1 TITLE ☐ Change ☐ Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-STATE-ZIP

5.1 TITLE ☐ Change ☐ Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-STATE-ZIP

6.1 TITLE ☐ Change ☐ Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-STATE-ZIP

100001850831
-06/04/96--01162--005
*****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

April 26, 1996

410-234-1773

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

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

CR2E034 (12/95)

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PRIME RETAIL FINANCE II, 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
William H. Carpenter, Jr.	Chief Executive Officer, 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
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

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R. Kelvin Antill

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

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**PRIME RETAIL FINANCE II, 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