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FILED
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 # F95000000993 (4)

1. Corporation Name
PRIME RETAIL FINANCE II, INC.



Principal Place of Business: **100 EAST PRATT STREET, 19TH FL, BALTIMORE MD 21202**

Mailing Address: **100 EAST PRATT STREET, 19TH FL, BALTIMORE MD 21202-1009**

3. Date Incorporated or Qualified: **03/01/1995** 3a. Date of Last Report: **05/01/1996**

4. FEI Number: **NOT APPLICABLE** 52-1921411 Applied For: Not Applicable

5. Certificate of Status Desired: **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: **\$5.00** May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21-24) 2a. Mailing Address (25-30)

21. Suite, Apt. #, etc. 26. Suite, Apt. #, etc.

22. City & State 27. City & State

23. Zip Country 28. Zip Country

24. 25. 29. 30.

9. Name and Address of Current Registered Agent

MANN, WILLIAM J
% GULF COAST FACTORY SHOPS
5481 FACTORY SHOPS BLVD.
ELLENTON FL 34222

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

10. Name and Address of New Registered Agent

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	RESCHKE, MICHAEL W	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	CARPENTER JR, WILLIAM H	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	PO	<input type="checkbox"/> DELETE
NAME	ROSENTHAL, ABRAHAM	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	V	<input type="checkbox"/> DELETE
NAME	RESCHKE, GLENN D	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	T	<input type="checkbox"/> DELETE
NAME	MULREANEY, ROBERT P	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SCHROEDER, C A	
STREET ADDRESS	100 EAST PRATT STREET, 19TH FLOOR	
CITY-ST-ZIP	BALTIMORE MD	

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	V/S
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: _____ 2/30/97 (410) 234-1773

CR2E034 (9/96)