

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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
--	--

DO NOT WRITE IN THIS SPACE

21. Principal Place of Business Suite, Apt. #, etc 22. City & State 23. Zip 24. Country	2a. Mailing Address 26. Suite, Apt. #, etc 27. City & State 28. Zip 29. Country
---	---

3. Date Incorporated or Qualified 03/01/1995
4. FEI Number 52-1921411
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent
**MANN, WILLIAM J
 % GULF COAST FACTORY SHOPS
 5461 FACTORY SHOPS BLVD.
 ELLENTON FL 34222**

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
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 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature typed or printed name of registered agent and filed if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE CD	<input type="checkbox"/> DELETE	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	
CITY-ST-ZIP BALTIMORE MD		1.4 CITY-ST-ZIP	
TITLE CEO	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME CARPENTER JR, WILLIAM H		2.2 NAME	
STREET ADDRESS 100 EAST PRATT STREET, 19TH FLOOR		2.3 STREET ADDRESS	
CITY-ST-ZIP BALTIMORE MD		2.4 CITY-ST-ZIP	
TITLE PD	<input type="checkbox"/> DELETE	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-ST-ZIP BALTIMORE MD		3.4 CITY-ST-ZIP	
TITLE V	<input type="checkbox"/> DELETE	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-ST-ZIP BALTIMORE MD		4.4 CITY-ST-ZIP	
TITLE †	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME MULREANEY, ROBERT P		5.2 NAME	
STREET ADDRESS 100 EAST PRATT STREET, 19TH FLOOR		5.3 STREET ADDRESS	
CITY-ST-ZIP BALTIMORE MD		5.4 CITY-ST-ZIP	
TITLE VS	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME SCHROEDER, C A		6.2 NAME	
STREET ADDRESS 100 EAST PRATT STREET, 19TH FLOOR		6.3 STREET ADDRESS	
CITY-ST-ZIP BALTIMORE MD		6.4 CITY-ST-ZIP	

14. I 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: *William J Mann* / *Abraham Rosenthal* / *Glenn D Reschke* / *Robert P Mulreaney* / *C A Schroeder* 2/16/98 (410) 234-1273

CR2E034 (10/97)