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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies 1

Certificates of Status 1

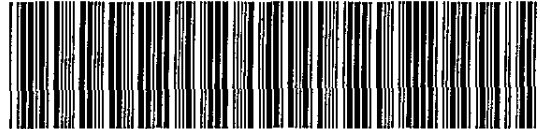
Special Instructions to Filing Officer:

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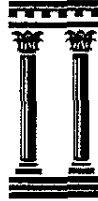


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FILED
04 APR -1 PM 3:27
FBI - J. L. MEYER



PRIME RETAIL

March 31, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Prime Outlets Acquisition Company, L.L.C. ("POAC")

Dear Sir/Madam:

I am enclosing the following documents for filing regarding the above-referenced entity:

1. Two (2) execution originals of the Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida;
2. Original Certificate of Designation of Registered Agent/Registered Office, signed by the registered agent;
3. Original Good Standing Certificate from the State of Delaware for POAC; and
4. Check # 135521 in the amount of \$160.00, which represents the \$100.00 filing fee, \$25.00 Designation of Registered Agent fee, \$30.00 Certified Copy, and \$5.00 Certificate of Status.

Once the documents have been filed, please return date-stamped copies to my attention in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter, and please do not hesitate to contact me at (410) 234-1722, if you should have any questions.

Very truly yours,

Gail R. Steptoe

Enclosures

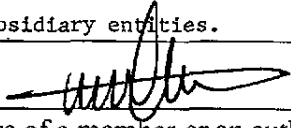
cc: R. Kelvin Antill, Esq. (w/o encl.)
David W. Hotes, Esq. (w/encl.)
Bernard D. Manzone, Jr. (w/encl.)

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Prime Outlets Acquisition Company, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-0067860
(FEI number, if applicable)
4. July 1, 2003
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 326 Third Street
Lakewood, New Jersey 08701
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:
Lightstone Prime, LLC
326 Third Street
Lakewood, New Jersey 08701
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Ownership and operation
of real estate through subsidiary entities.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David Lichtenstein, Managing Member

Typed or printed name of signer

FILED
04 APR - 1 PM 3:27
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Prime Outlets Acquisition Company, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

William G. Mann

(Name)

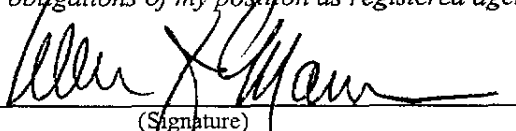
Prime Outlets at Ellenton, 5461 Factory Shops Boulevard

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Ellenton, FL 34222

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

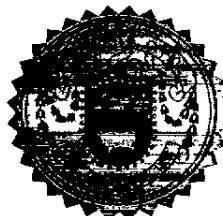
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIME OUTLETS ACQUISITION COMPANY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MARCH, A.D. 2004.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3016785

DATE: 03-26-04