

10-30-1998

FORM PTO-1618A  
Expires 10/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK



100864783

10-21-98

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

10/29/1998 SDRSIS 00000162 1442419

01 FC:481

40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1806 FRAME: 0051

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

**Deposit Account**

(Enter for payment by deposit account or if additional fees can be charged to the account.)

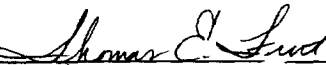
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Thomas E. Frost, Senior Vice President of  
The Mills Corporation, the G.P. of The Mills  
Limited Partnership, the Manager of Potomac



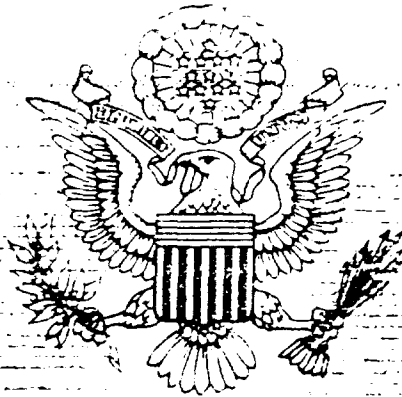
10-19-98

Name of Person Signing

Signature

Date Signed

Mills L.L.C., the G.P. of Potomac Mills  
Limited Partnership



Nº 1442419

THE UNITED STATES OF AMERICA

CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

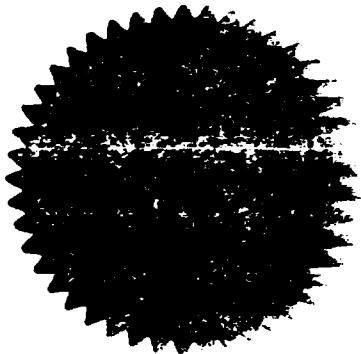
This registration shall remain in force for Twenty Years unless sooner terminated as provided by law.

In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this ninth day of June, 1987.

Commissioner of Patents and Trademarks

TRADEMARK  
REEL: 1806 FRAME: 0053

ORIGINAL TRADEMARKS IN TRADEMARK BINDER



WASHINGTON OUTLET MALL LIMITED

CERTIFICATE OF LIMITED PARTNERSHIP

We, the undersigned parties, do hereby form a Virginia limited partnership pursuant to the provisions of the Virginia Limited Partnership Act (Va. Code § 50-54 et seq.) and do hereby certify:

I. NAME OF THE PARTNERSHIP

The name of the limited partnership (hereinafter referred to as the "Partnership") is WASHINGTON OUTLET MALL LIMITED.

II. CHARACTER OF THE PARTNERSHIP BUSINESS

The character of the Partnership Business is (a) the acquisition of certain real property (the "Real Estate") located in Prince William County, Virginia; (b) the financing, developing, owning and operating of a shopping center (the "Shopping Center") on the Real Estate; and (c) to carry on all activities incidental or related thereto.

III. LOCATION OF PRINCIPAL PLACE OF BUSINESS

The location of the principal place of business of the Partnership shall be at 1204 Wisconsin Avenue, N.W., Washington, D.C. The Partnership may have such other offices as the General Partners shall deem advisable.

IV. NAME AND RESIDENCE ADDRESSES OF EACH GENERAL AND LIMITED PARTNER

The names and residence addresses of the General and Limited Partners (sometimes hereinafter referred to individually as "Partner" and collectively as "Partners") of the Partnership are set forth on Exhibit A annexed hereto and made a part hereof by this reference. The term "General Partners" shall be deemed to refer to the persons listed as such in Exhibit A, and their respective successors and substitutes. The term "Limited Partners" shall be deemed to refer to the individuals or entities listed as such in Exhibit A, and their respective successors and substitutes.

V. TERM

The Partnership shall continue in effect until December 31, 2030 unless sooner dissolved and wound-up in accordance with the provisions of that certain Agreement of

*Continuing Title Agency Inc  
9248 Carter St  
Manassas, Va. 22110*

PLEASE NOTE THAT ORIGINAL IS IN POOR CONDITION.

Limited Partnership dated December 16, 1963, which amended from time to time (the "Partnership Agreement")

VI. CAPITAL CONTRIBUTIONS

The amount of cash and subscription of the agreed value of the other property contributed by each Partner is set forth in Exhibit A attached hereto and made a part hereof by this reference.

VII. ADDITIONAL CAPITAL CONTRIBUTIONS

No Limited Partner, as such, shall be required at any time to make any additional capital contribution to the Partnership.

VIII. RETURN OF CONTRIBUTIONS

No Limited Partner shall have the right to receive a return of its capital contribution prior to the termination of the Partnership.

IX. SHARE OF THE PROFITS

Subject to the provisions of the Partnership Agreement, Net Ordinary Cash Flow (as defined in the Partnership Agreement) shall, after completion of the Shopping Center, be distributed among the Partners in accordance with their respective Partnership interests as such are set forth on Exhibit A attached hereto.

X. ASSIGNEES OF LIMITED PARTNERSHIP

The Partnership Agreement does not grant Limited Partners the right to designate an assignee or substituted Limited Partner.

XI. ADDITIONAL LIMITED PARTNERS

The Partnership Agreement does not grant the Partners the right to admit additional limited partners.

XII. PRIORITIES AMONG LIMITED PARTNERS

Except as set forth in the Partnership Agreement, no Limited Partner has priority over other Limited Partners as to contributions or as to compensation by way of income.

XIII. PARTNERSHIP CONTINUATION

The remaining Partners have the right to continue the business of the Partnership notwithstanding the bankruptcy,

insolvency, death, retirement or insanity of a General Partner.

XIV. RIGHT TO DISTRIBUTIONS IN KIND

No Limited Partner has the right to receive a distribution in kind.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals as of this 24<sup>th</sup> day of April, 1984.

GENERAL PARTNERS:

WESTERN DEVELOPMENT COMPANY

Witness:

By: WIKD Associated

Ann Seucher

Herbert S. Miller  
By: Herbert S. Miller

Ann Seucher

Richard L. Kramer  
By: Richard L. Kramer

Ann Seucher

Gerald L. Dillon  
By: Gerald L. Dillon

By: Western Investment Company Limited Partnership

By: Western Investment Corporation

Attest:

Corporate Seal

By: Herbert S. Miller, President

KAN AM USA VI LIMITED PARTNERSHIP

By: Kan Am USA Limited Partnership

By: Kan Am Realty, Inc.

By: James G. Lindmeyer, Vice-President

LIMITED PARTNERS:

Herbert S. Miller  
By: Herbert S. Miller

Richard L. Kramer

Gerald LeBillon

Alan Parlatstein

Harry Nick

Richard Kabati

Creighton Schneck

Philip Ross

ATTEST:

WACCAMAW POTTERY, INC.

[Corporate Seal]

By:

George J. Bishop  
President

DISTRICT OF COLUMBIA

ss:

I, a notary public for the jurisdiction aforesaid, hereby certify that on March 26, 1984, Herbert S. Miller (who is personally well known to me) appeared before me and acknowledged the foregoing Certificate of Limited Partnership to be his act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal.

Notary Public

[Notarial Seal]

My Commission Expires: 12/1/88

District of Columbia )

ss:

I, a notary public for the jurisdiction aforesaid, hereby certify that on 4/25, 1984, Herbert S. Miller who is personally well known to me appeared before me and ~~acknowledged~~ acknowledged the foregoing Certificate of Limited Partnership to be the act and deed of Western Investment Corporation for the uses and purposes therein contained.

WITNESS my hand and official seal.

Meg Gifford  
Notary Public  
My Commission Expires: 12/1/88

[Notarial Seal]

My Commission Expires: 12/1/88

District of Columbia )  
) ss:  
)

I, a notary public for the jurisdiction aforesaid, hereby certify that on 4/27, 1984, Herbert S. Miller, Richard L. Kramer and Gerald L. Dillon (who are personally well known to me) appeared before me and acknowledged the foregoing Certificate of Limited Partnership to be the act and deed of MKD Associates for the uses and purposes therein contained.

WITNESS my hand and official seal.

Meg Gifford  
Notary Public  
My Commission Expires: 12/1/88

[Notarial Seal]

My Commission Expires: 12/1/88

District of Columbia )  
) ss:  
)

I, a notary public for the jurisdiction aforesaid, hereby certify that on 4/27, 1984, Harry Nick (who is personally well known to me) appeared before me and acknowledged the foregoing Certificate of Limited Partnership to be his act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal.

Meg Gifford  
Notary Public  
-5-



[Notarial Seal]

My Commission Expires: 12/1/88

District )  
of ) ss:  
Columbia )

I, a notary public for the jurisdiction aforesaid, hereby certify that on 4/27 1984, Philip Ross (who is personally well known to me) appeared before me and acknowledged the foregoing Certificate of Limited Partnership to be his act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal.

Mary G. Gifford  
Notary Public  
My Commission Expires: 4/1/88

[Notarial Seal]

District )  
of ) ss:  
Columbia )

I, a notary public for the jurisdiction aforesaid, hereby certify that on April 27 1984, Richard Kabat (who is personally well known to me) appeared before me and acknowledged the foregoing Certificate of Limited Partnership to be his act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal.

Charles P. Fletcher  
Notary Public  
My Commission Expires: 12/14/88

[Notarial Seal]

District )  
of ) ss:  
Columbia )

I, a notary public for the jurisdiction aforesaid, hereby certify that on April 27 1984, Creighton Schneck (who is personally well known to me) appeared before me and acknowledged the foregoing Certificate of Limited Partnership to be his act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal.

Charles P. Fletcher  
Notary Public  
My Commission Expires: 12/14/88

[Notarial Seal]

District of Columbia ss:

I, a notary public for the jurisdiction aforesaid, hereby certify that on 4/23, 1984, Alan Parlstein (who is personally well known to me) appeared before me and ~~Sam U'Al~~ acknowledged the foregoing Certificate of Limited Partnership to be his act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal.

Mary Gifford  
Notary Public

[Notarial Seal]

My Commission Expires: 1/1/85

State of Maryland ss:  
County of Harley

I, a notary public for the jurisdiction aforesaid, hereby certify that on April 26, 1984, George J. Bishop appeared before me and acknowledged the foregoing Certificate of Limited Partnership to be the act of Waccamaw Pottery, Inc., a North Carolina Corporation, by signing his name as President of Waccamaw Pottery, Inc.

WITNESS my hand and official seal.

Franklin L. Pearson  
Notary Public

[Notarial Seal]

My Commission Expires: 1-5-91

District of Columbia ss:  
County of Colombia

I, a notary public for the jurisdiction aforesaid, hereby certify that on April 27, 1984, ~~James O. Bruchwitz~~ appeared before me and acknowledged the foregoing Certificate of Limited Partnership to be the act of Kan Am USA VI Limited, by signing his name as President of Kan Am Realty, Inc. which is the general partner of Kan Am USA Limited Partnership, which is the general partner of Kan Am USA VI Limited.

WITNESS my hand and official seal.

Frank P. Fletcher  
Notary Public

[Notarial Seal]

My Commission Expires: 12/14/88

District ) ss:  
Columbia )

I, a notary public for the jurisdiction aforesaid, hereby certify that on 4/22, 1984, Richard L. Kramer (who is personally well known to me) appeared before me and ~~acknowledged~~ acknowledged the foregoing Certificate of Limited Partnership to be his act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal.

Mary G. Goff  
Notary Public

[Notarial Seal]

My Commission Expires: 12/14/88

District ) ss:  
Columbia )

I, a notary public for the jurisdiction aforesaid, hereby certify that on 4/27, 1984, Gerald L. Dillon (who is personally well known to me) appeared before me and ~~acknowledged~~ acknowledged the foregoing Certificate of Limited Partnership to be his act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal.

Mary G. Goff  
Notary Public

[Notarial Seal]

My Commission Expires: 12/14/88

EXHIBIT A

NAMES, ADDRESSES, CAPITAL CONTRIBUTIONS, CLASSES AND  
 PERCENTAGE INTERESTS OF PARTIES  
 TO WASHINGTON OUTLET MALL LIMITED

The names and addresses of the Partners are set forth below. The description and the agreed upon value of the capital contributions of each Partner and their Partnership Percentage Interest appear next to each Partner's name.

	<u>Percentage Interest</u>	<u>Capital Contributions</u>	<u>Class</u>
<u>General Partners</u>			
Kan Am USA VI Limited Suite 1000 1775 Pennsylvania Ave., N.W. Washington, D.C. 20007	50.00%	\$500.00	A
Mettern Development Company 1204 Wisconsin Avenue, N.W. Washington, D.C. 20007	1.00%	\$1.00	B
<u>Limited Partners</u>			
Maccanaw Pottery, Inc. Highway 501 at Intra Costal Waterway P.O. Box 2679 Myrtle Beach, S.C. 29577	5.00%	\$50.00	B
Herbert S. Miller 700 New Hampshire Ave., NW Apartment 309 Washington, D.C. 20037	18.79%	\$188.00	B
Richard L. Kramer 3042 P Street, N.W. Washington, D.C. 20007	18.79%	\$188.00	B
Gerald L. Dillon 700 New Hampshire Ave., N.W. Washington, D.C. 20037	4.17%	\$41.70	B
Harry Nick 6224 Garnett Drive Chevy Chase, MD. 20815	.45%	\$4.50	B

Philip Ross  
2225 G Street, N.W.  
Washington, D.C. 20007

458 \$4.50 B

Croighton Schnock  
1418 Rosewood Hill Drive  
Vienna, VA 22180

458 \$4.50 B

Alan Perlstein  
1602 Oakenshield Drive  
Potomac, MD 20854

458 \$4.50 B

Richard Kabat  
9220 Bentbridge Avenue  
Potomac, Maryland 20854

458 \$4.50 B

FILED

1988 APR 30 PM 4:47 -10-

CIRCUIT COURT CLERK'S OFFICE  
PRINCE WILLIAM COUNTY, VA.  
CHARLTON E. GNADT, CLERK

BY *me* D.C.

A COPY - TESTE:

C. E. GNADT, CLERK

By: *Joyce M. Sowards*  
Deputy Clerk

TRADEMARK

REEL: 1806 FRAME: 0063

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

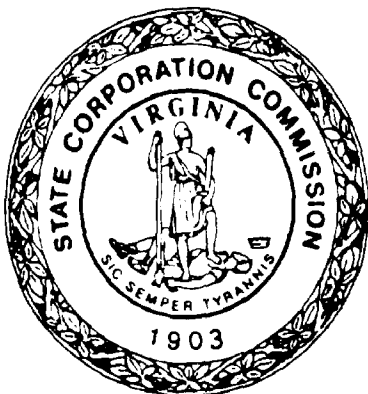
*Richmond,*

June 6, 1988

*This is to Certify that the certificate of limited partnership of*

Washington Outlet Mall Limited Partnership ID: L-00049

*was this day admitted to record in this office and that the  
said limited partnership is authorized to transact its business  
subject to all the laws of the State applicable to limited  
partnerships.*



*State Corporation Commission*

*Henry M. J. Smith,*

*Clerk of the Commission*

# COMMONWEALTH OF VIRGINIA



PRESTON C. SHANNON  
CHAIRMAN

THOMAS P. HARWOOD, JR.  
COMMISSIONER

ELIZABETH B. LACY  
COMMISSIONER

GEORGE W. BRYANT, JR.  
CLERK OF THE COMMISSION  
BOX 1197  
RICHMOND, VIRGINIA 23209

## STATE CORPORATION COMMISSION

June 8, 1988

Washington Outlet Mall Limited Partnership  
3000 K Street., Suite 200  
Washington, DC 20007

RE: Washington Outlet Mall Limited Partnership  
L-00049

Dear Sir or Madam:

This is your receipt for \$100.00 to cover the fees for filing Certificate of Limited Partnership with this office.

The effective date of the filing is June 6, 1988.

Sincerely yours,

A handwritten signature in cursive script that reads "George W. Bryant, Jr.".

George W. Bryant, Jr.  
Clerk of the Commission

AMENDED AND RESTATED PARTNERSHIP CERTIFICATE  
OF  
WASHINGTON OUTLET MALL LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of the Partnership hereby present this Certificate for filing pursuant to section 50-73.11 of the Code of Virginia, as amended.

1. Name of the limited partnership:

Washington Outlet Mall Limited Partnership

2. The post office address of the office at which the records of the partnership required to be maintained by §50-73.8 of the Code of Virginia will be kept:

3000 K Street, N.W., Suite 200  
Washington, D.C. 20007

3. The name of the registered agent required to be maintained by §50-73.4 of the Code of Virginia is:

C. Lacey Compton, Jr.

who is a resident of Virginia and  
a member of the Virginia State Bar

4. The post office address of the registered agent is:

Compton and Duling  
14914 Jefferson Davis Highway  
Woodbridge, Virginia 22191

The registered agent is located in the:

County of Prince William

5. The name and business address of each general partner is:

Western Development Company  
3000 K Street, N.W., Suite 200  
Washington, D.C. 20007

Kan Am USA VI Limited Partnership  
Suite 1000  
1775 Pennsylvania Avenue, N.W.  
Washington, D.C. 20007



6. The latest date upon which the limited partnership is to be dissolved and its affairs wound up:

December 31, 2030

7. The countries or cities in which its certificate of limited partnership, or any amendments thereto, had last been filed in the clerk's office of such jurisdictions:

Prince William County, Commonwealth of Virginia.

8. The name under which its certificate of limited partnership, or any amendment thereto, was last filed in the clerk's office of the aforesaid jurisdiction(s) is:

Washington Outlet Mall Limited Partnership.

WITNESS the following signatures and seals this 27<sup>th</sup> day of July, 1987.

General Partners:

WESTERN DEVELOPMENT COMPANY

By: MD Associates

By: [Signature]  
Robert S. Miller

By: [Signature]  
Richard L. Kramer

By: [Signature]  
Arnold L. Dillon

By: Western Investment Company Limited Partnership

By: Western Investment Corporation  
By: [Signature]  
Robert S. Miller  
President


AGENT: [Signature]

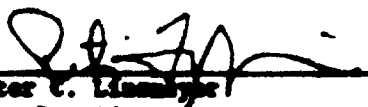
ATTEST:

KAN AM USA VI LIMITED PARTNERSHIP

By: Kan Am USA Limited Partnership

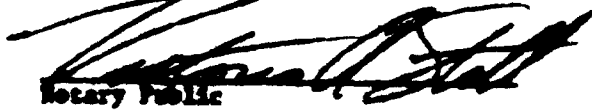
By: Kan Am Realty, Inc.

  
\_\_\_\_\_  
Paul E. Cooney  
Assistant Secretary

By:   
\_\_\_\_\_  
Peter C. Linsinger  
Vice President

Washington )  
District of Columbia )

The foregoing certificate was acknowledged before me on July 27, 1987, by Herbert S. Miller, Richard L. Kramer and Gerald L. Dillon to be the act of Western Development Company by signing their names as general partners of WED Associates which is a general partner of Western Development Company.

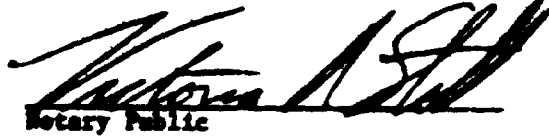
  
Notary Public

My Commission Expires November 14, 1990

Commission Expiration

Washington )  
District of Columbia )

The foregoing certificate was acknowledged before me on July 27, 1987, by Herbert S. Miller to be the act of Western Development Company by signing his name as President of Western Investment Corporation which is a general partner of Western Investment Company Limited Partnership which is a general partner of Western Development Company.

  
Notary Public

My Commission Expires November 14, 1990

Commission Expiration

Washington )  
District of Columbia )

The foregoing certificate was acknowledged before me on August 11, 1987, by Peter C. Linsmeyer to be the act of Kan Am USA VI Limited Partnership by signing his name as Vice President of Kan Am Realty, Inc., which is the general partner of Kan Am USA Limited Partnership, which is the general partner of Kan Am USA VI Limited Partnership.

  
Notary Public

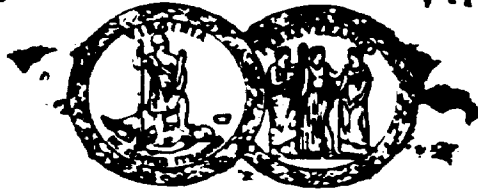
6-30-92  
Commission Expiration

HULLIHEN WILLIAMS MOORE  
CHAIRMAN

PRESTON C SHANNON  
COMMISSIONER

THEODORE V. MORRISON, JR.  
COMMISSIONER

# COMMONWEALTH OF VIRGINIA



WILLIAM J. BRIDGE  
CLERK OF THE COMMISSION  
P O BOX 1197  
RICHMOND, VIRGINIA 23209-1197

## STATE CORPORATION COMMISSION

January 24, 1995

LESLIE M. CHAPPELL  
5511 STAPLES MILL ROAD  
RICHMOND, VA 23228

RE: WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP  
ID: L000049 - 9  
DCN: 95-01-24-0706

This is your receipt for \$50.00 covering the fees for filing a  
Name Change Amendment for a Limited Partnership with this office.

The effective date of the application is January 24, 1995.

Sincerely yours,

A handwritten signature in cursive script that reads "William J. Bridge".

William J. Bridge  
Clerk of the Commission

LPAACPT  
CIS20350

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond,*

January 24, 1995

*This is to Certify that the certificate of limited partnership of*  
WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP

*was this day admitted to record in this office and that the  
said limited partnership is authorized to transact its business  
subject to all Virginia laws applicable to the limited  
partnership and its business.*



*State Corporation Commission*

*William J. Bridge*

*Clerk of the Commission*

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP**

This amendment is presented for filing pursuant to Section 50-73.12 of the Code of Virginia.

1. The name of the limited partnership is  
Washington Outlet Mall Limited Partnership.

2. The partnership I.D. # is L000049-9.

3. The filing date of the initial certificate of limited partnership with the State Corporation Commission is  
June 6, 1988.

4. The certificate of limited partnership is amended as follows (complete appropriate subsection(s)):

A. The name of the limited partnership is changed to:

Washington Outlet Mall (MLP) Limited Partnership

B. The specified office address is changed to:

(number/street) (city/state/zip)  
located in the [ ] City or [ ] County of \_\_\_\_\_.

C. The following general partner(s) has (have) withdrawn:

Name	Address
_____	_____
_____	_____

D. \_\_\_\_\_ shall continue in  
(name of limited partnership)  
the event that a general partner withdraws from the partnership.

[OVER]

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

December 27, 1996

The State Corporation Commission finds the accompanying articles submitted on behalf of

WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

POTOMAC MILLS-PHASE III (MLP) LIMITED PARTNERSHIP

is merged into POTOMAC MILLS LIMITED PARTNERSHIP (formerly WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP), which continues to exist under the laws of VIRGINIA with the name POTOMAC MILLS LIMITED PARTNERSHIP. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on December 27, 1996.

STATE CORPORATION COMMISSION

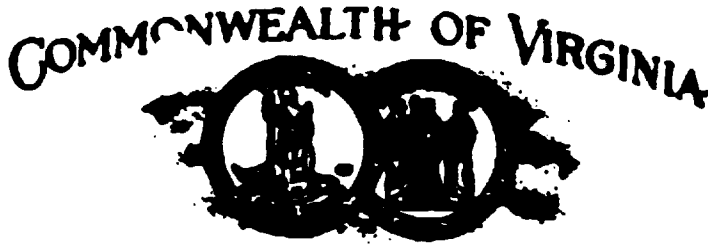
By



Commissioner

MERGACPT  
CIS20318  
96-12-27-0744

**THEODORE V. MORRISON, JR.**  
CHAIRMAN  
**BULLHEEN WILLIAMS MOORE**  
COMMISSIONER  
**CLINTON MILLER**  
COMMISSIONER



**WILLIAM I. BRIDGE**  
CLERK OF THE COMMISSION  
P. O. BOX 1197  
RICHMOND, VIRGINIA 23261-1197

**STATE CORPORATION COMMISSION**

December 27, 1996

**LESLIE M CHAPPELL**  
CT CORPORATION SYSTEM  
5511 STAPLES HILL ROAD  
RICHMOND, VA 23228

**RE: POTOMAC HILLS LIMITED PARTNERSHIP**  
**ID: L000049 - 9**  
**DCE: 96-12-27-0744**

This is your receipt for \$25.00 covering the fees for filing articles of merger with this office.

The effective date of the certificate of merger is December 27, 1996.

**Nonsurviving entities:**

**POTOMAC HILLS-PHASE III (MLP) LIMITED PARTNERSHIP**

are merged into **POTOMAC HILLS LIMITED PARTNERSHIP**(formerly **WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP**).

Sincerely yours,

**William J. Bridge**  
Clark of the Commission

**MERGACT**  
**CIS20918**



ARTICLES OF MERGER

Merging

POTOMAC MILLS - PHASE III (MLP) LIMITED PARTNERSHIP,  
a Virginia limited partnership  
with and into  
WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP,  
a Virginia limited partnership

In accordance with the provisions of Section 50-73.48:1 and other applicable provisions of the Virginia Revised Uniform Limited Partnership Act (the "Act"), WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP, a Virginia limited partnership, does hereby adopt the following for the purpose of merging POTOMAC MILLS - PHASE III (MLP) LIMITED PARTNERSHIP with and into WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP.

1. The name and jurisdiction of formation or organization of each of the entities to merge is as follows:

<u>Name</u>	<u>Jurisdiction</u>
POTOMAC MILLS - PHASE III (MLP) LIMITED PARTNERSHIP	Virginia
WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP	Virginia

2. The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

3. The Plan of Merger has been approved, executed and adopted by each of POTOMAC MILLS - PHASE III (MLP) LIMITED PARTNERSHIP and WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP in accordance with Section 50-73.48:2 of the Act.

4. The name of the surviving entity shall be POTOMAC MILLS LIMITED PARTNERSHIP.


5. The merger shall be effective at 5:00 p.m. December 31, 1996.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of the 17<sup>th</sup> day of December, 1996, and are being filed in accordance with Section 50-73.48 of the Act by the general partners of WASHINGTON OUTLET MALL (MLP) LIMITED PARTNERSHIP thereunto duly authorized.


POTOMAC MILLS L.L.C.

By: The Mills Limited  
Partnership, its Executive  
Manager

By: The Mills Corporation,  
Its General Partner

By:   
Thomas E. Frost  
Senior Vice President

WASHINGTON POTOMAC  
PARTNERS CORP.

By:   
Thomas E. Frost  
Senior Vice President