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FILED

**Feb 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 # P93000082451 (4) (1098)

1. Corporation Name
FASHION BUG #2815, INC.



Principal Place of Business
**450 WINKS LANE
BENSALEM PA 19020**

Mailing Address
**450 WINKS LANE
BENSALEM PA 19020-5919**

3. Date Incorporated or Qualified
11/24/1993

3a. Date of Last Report
04/23/1996

4. FEI Number
52-1823334

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

2a. Mailing Address

21. Suite, Apt. #, etc.

26. Suite, Apt. #, etc.

22. City & State

27. City & State

23. City & State

28. City & State

24. Zip

25. Country

29. Zip

30. Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**C T CORPORATION SYSTEM
C/O CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83.

84. City

85. Zip Code

FL

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

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	WACHS, PHILIP	
STREET ADDRESS	484 CONSHOHOCKEN STATE RD.	
CITY-ST-ZIP	BALA CYNWYD PA 19004	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BRODSKY, BERNARD	
STREET ADDRESS	1652 DUBLIN ROAD	
CITY-ST-ZIP	DRESHER PA 19025	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DORRITT, BERN	
STREET ADDRESS	450 WINKS LANE	
CITY-ST-ZIP	BENSALEM PA 19020	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SPECTER, ERIC	
STREET ADDRESS	801 HONEY RUN ROAD	
CITY-ST-ZIP	AMBLER PA 19002	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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	VP/Treas/Sec <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Bernard Brodsky
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Doerit J. Been
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	V-President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Eric Specter
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 type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-28-97 **(215)633-4624**
Date Daytime Phone #

CR2E034 (9/96)