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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 # H93941 (3)

1. Corporation Name
FASHION BUG #561, INC.



Principal Place of Business
3714 W. OAKLAND PARK BLVD
CORP. TAX DEPT.
LAUDERDALE LAKE FL 33311
US

Mailing Address
450 WINKS LN
CORPORATE TAX
BENSALEM PA 19020-5019
US

3. Date Incorporated or Qualified 01/14/1986	3a. Date of Last Report 04/23/1996
4. FEI Number 23-2421028	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fees Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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 607.1506, 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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	Director
NAME	WACHS, PHILIP	1.2 NAME	Dorrit J. Been
STREET ADDRESS	450 WINKS LANE	1.3 STREET ADDRESS	450 Wink Lane
CITY-ST-ZIP	BENSALEM PA	1.4 CITY-ST-ZIP	Bensalem, PA 19020
TITLE	P	2.1 TITLE	
NAME	DORRITT, BERN	2.2 NAME	
STREET ADDRESS	450 WINKS LANE	2.3 STREET ADDRESS	
CITY-ST-ZIP	BENSALEM PA 19020	2.4 CITY-ST-ZIP	
TITLE	VTS	3.1 TITLE	
NAME	BRODSKY, BERNARD	3.2 NAME	
STREET ADDRESS	450 WINKS LANE	3.3 STREET ADDRESS	
CITY-ST-ZIP	BENSALEM PA	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	
NAME	SPECTER, ERIC	4.2 NAME	
STREET ADDRESS	450 WINKS LANE	4.3 STREET ADDRESS	
CITY-ST-ZIP	BENSALEM PA	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: _____ DATE: 1-28-97 DAYTIME PHONE: (215) 633-4624

CR2E034 (9/96)