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

FILED May 20 1998 8:00am **PROFIT** FLORIDA DEPARTMENT OF STATE **CORPORATION** Sandra B. Mortham **ANNUAL REPORT** Secretary of State Secretary of State 1998 DIVISION OF CORPORATIONS DOCUMENT # K05866 FASHION BUG #656, INC. Principal Place of Business Mailing Address 1214 K. CAPITAL SE CIR. 450 WINKS LN CORP. TAX DEPT. TALLAHASSEE FL 32031 CORPORATE TAX BENSALEM PA 19020 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 12/07/1987 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 23-2519481 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 Fee Required City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 28 Trust Fund Contribution Added to Fees Zip Country Country Z_{10} 8. This corporation owes or has paid the current year Intangible 24 25 29 30 Personal Property Tax due June 30. ___ Yes 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 Name C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD 82 Street Address (P.O. Box Number is Not Acceptable) PLANTATION FL 33324 83 84 City 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. Thereby accept the appointment as registered agent. Lam familiar with, and accept the obligations of, Section 607.0505, Florida Statutes. **SIGNATURE** Signature, typical or printed manic of registered agent and title diappoliable (NOTE: Registered Agent signature required when reinstating) 12. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. DELETE TITLE 1.1 TITLE Change Addition DORRITT, BERN NAME 1.2 NAME 450 WINKS LANE STREET ADDRESS 1.3 STREET ADDRESS **B**ENSALEM PA 10920 CITY-ST-ZIP 1.4 CITY-ST-ZIP DELETE TITLE 2.1 1ITLE Change ___ Addition **B**ERN, DORRITT J NAME 2.2 NAME **45**0 Winks lane STREET ADDRESS 2.3 STREET ADDRESS **BENSALEM PA** CITY-\$T-ZIP 2. 4 CITY - S1 - ZIP DELETE JON A. GOLDBERG TITLE 3.1 T(T) E Change Addition NAME **BRODSKY, BERNARD** 3.2 NAME 450 WINKS LANE STREET ADDRESS 3.3 STREET ADDRESS **BE**NSALEM PA CITY-ST-ZIP 3.4 CITY-ST-ZIP TITLE DELETE 4.1 TITLE Change Addition NAME **SPECTER, ERIC** 4 2 NAME STREET ADDRESS **450 WINKS LANE** 43 STREET ADDRESS **BENSALEM PA** CITY-ST-ZIP 4.4 CITY-ST-ZIP DELETE TITLE 51 TITLE Addition NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 5.4 CITY - ST - ZIP TITLE DELETE 6.1 TITLE Change Addition

14. Thereby 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 13 if changed, or on an attachment with an address.

6.2 NAME

6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

a sur JONA GOLDBERG

NAME

STREET ADDRESS

CITY-ST-ZIP

215-638-6741