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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 # K34243

(1)

1. Corporation Name
FASHION BUG #2090, INC.



Principal Place of Business
**13120 CORTEZ BLVD
CORP. TAX DEPT.
BROOKSVILLE FL 34813
US**

Mailing Address
**450 WINKS LN
CORPORATE TAX
BENSALEM PA 19020-5919
US**

3. Date Incorporated or Qualified 09/26/1988		3a. Date of Last Report 04/23/1996	
4. FEI Number 23-2517213		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee 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	29. Country	30. Country

9. Name and Address of Current Registered Agent CT 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	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 _____ (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	1.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WACHS, PHILIP	1.2 NAME	Dorrit J. Bean
STREET ADDRESS	450 WINKS LANE	1.3 STREET ADDRESS	450 WINKS LANE
CITY - ST - ZIP	BENSALEM PA	1.4 CITY - ST - ZIP	Bensalem, PA 19020
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: _____ **1-28-97** **(215) 633-4624**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)