

L76976

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

600003048116--6

FASHION BUG OF LAKELAND, INC., a Florida corporation, H27416  
FASHION BUG OF FT. MYERS, INC., a Florida corporation, H74989  
FASHION BUG #2159, INC., a Florida corporation, K75857  
FASHION BUG #2164, INC., a Florida corporation, K88463  
FASHION BUG #2300, INC., a Florida corporation, L76976  
FASHION BUG #2798, INC., a Florida corporation, K57848  
FASHION BUG #2948, INC., a Florida corporation, P94000003268  
  
FASHION BUG #2980, INC., a Florida corporation, P94000025197

INTO

CHARMING SHOPPES OF NORRISTOWN, INC., a Pennsylvania corporation  
not qualified in Florida.

File date: November 15, 1999

Corporate Specialist: Doug Spittler