

PO/000106552

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

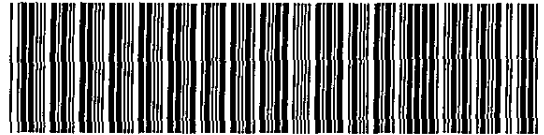
(Business Entity Name)

(Document Number)

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Change

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DIVISION OF CONFIRMATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 868782 4720431

AUTHORIZATION :

Patricia Pajot

COST LIMIT : \$ 35.00

ORDER DATE : December 23, 2002

ORDER TIME : 11:33 AM

ORDER NO. : 868782-070

CUSTOMER NO: 4720431

CUSTOMER: Ms. Tina Grodziski
Charming Shoppes, Inc.
450 Winks Lane

Bensalem, PA 190200000

CHANGE OF AGENT

NAME: CATHERINES #5141, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams -- EXT# 1131

EXAMINER: _____

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: CATHERINES #5141, INC.
2. The principal office address: 450 Winks Lane, Bensalem, PA 19020
3. The mailing address (if different): 3750 State Road, 7-B13, Bensalem, PA 19020
4. Date of incorporation/qualification: November 05, 2001 Document number: P01000106552
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System

1200 South Pine Island Road

Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company


1201 Hays Street

(P.O. Box or personal mailbox NOT acceptable)

Tallahassee, FL 32301

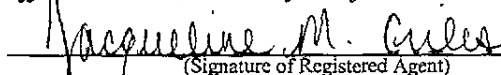
The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer, chairman or vice chairman of the board)

Maureen Cullen, Attorney-in-Fact
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

December 31, 2002

(Date)

If signing on behalf of an entity:

Jacqueline M. Giles

(Typed or Printed Name)

Assistant Vice President

(Capacity)

***** FILING FEE: \$35.00 *****

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. Box 6327, TALLAHASSEE, FL 32314

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TALLAHASSEE, FLORIDA