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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 # **P94000025197 (2)**

1. Corporation Name
FASHION BUG #2980, INC.



Principal Place of Business
**450 WINKS LANE
BENSALEM PA 18020**

Mailing Address
**450 WINKS LANE
BENSALEM PA 18020-5919**

3. Date Incorporated or Qualified 03/29/1994	3a. Date of Last Report 04/23/1996
4. FEI Number 23-2772226	Applied For <input type="checkbox"/> 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 Country
24	29
25	30

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD. 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	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WACHS, PHILIP	12 NAME	
STREET ADDRESS	484 CONSHOHOCKEN STATE RD.	13 STREET ADDRESS	
CITY - ST - ZIP	BALA CYNWYD PA 19004	14 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	21 TITLE	VP/Sec/Treas/Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRODSKY, BERNARD	22 NAME	Bernard Brodsky
STREET ADDRESS	1652 DUBLIN RD.	23 STREET ADDRESS	
CITY - ST - ZIP	DRESHER PA 19025	24 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	31 TITLE	President/Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DORRITT, BERN	32 NAME	Dorrit J. Beem
STREET ADDRESS	450 WINKS LANE	33 STREET ADDRESS	
CITY - ST - ZIP	BENSALEM PA 18020	34 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	41 TITLE	V-President/Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPECTOR, ERIC	42 NAME	Eric Spector
STREET ADDRESS	801 HONEY RUN RD.	43 STREET ADDRESS	
CITY - ST - ZIP	AMBLER PA 19002	44 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY - ST - ZIP		54 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY - ST - ZIP		64 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)