

2-14-97 B-1408 MC
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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 # P94000025201 (2) (1098)

1. Corporation Name
 FASHION BUG #2981



Principal Place of Business: 450 WINKS LANE, BENSALEM PA 19020
 Mailing Address: 450 WINKS LANE, BENSALEM PA 19020-5919

3. Date Incorporated or Qualified: 03/29/1994
 3a. Date of Last Report: 05/01/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-29) fields with sub-sections for Suite, City, State, Zip, and Country.

4. FEI Number: NOT APPLICABLE
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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 (81-85) fields for Name, Street Address, City, and 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. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		DELETED
TITLE	D WACHS, PHILIP	<input checked="" type="checkbox"/>
NAME	464 CONSHOHOCKEN STATE RD.	
STREET ADDRESS	BALA CYNWYD PA 19004	
CITY-ST-ZIP		
TITLE	D BRODSKY, BERNARD	<input type="checkbox"/>
NAME	1652 DUBLIN RD.	
STREET ADDRESS	DRESHER PA 19025	
CITY-ST-ZIP		
TITLE	D SPECTOR, ERIC	<input type="checkbox"/>
NAME	801 HONEY RUN RD.	
STREET ADDRESS	AMBLER PA 19002	
CITY-ST-ZIP		
TITLE	P DORRIT, BERN	<input type="checkbox"/>
NAME	450 WINKS LANE	
STREET ADDRESS	BENSALEM PA 19020	
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE	VP/Sec/Treas/Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2.2 NAME	Bernard Brodsky		
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE	V-President/Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3.2 NAME	Eric Spector		
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE	Director/President	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4.2 NAME	Dorrit J. Bean		
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
6.2 NAME			
6.3 STREET ADDRESS			
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: [Signature] DATE: 1-28-97 DAYTIME PHONE #: (215) 633-4624

CR2E034 (9/96)