

PA80000007493

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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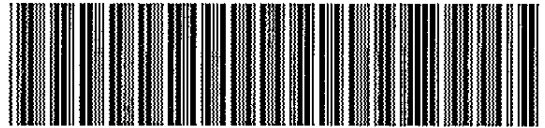
(Business Entity Name)

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ACCOUNT NO. : 072100000032
REFERENCE : 875348 4720431
AUTHORIZATION : *Patricia Pigut*
COST LIMIT : \$ 35.00

ORDER DATE : December 30, 2002
ORDER TIME : 8:11 AM
ORDER NO. : 875348-085
CUSTOMER NO: 4720431
CUSTOMER: Ms. Tina Grodziski
Charming Shoppes, Inc.
450 Winks Lane
Bensalem, PA 190200000

CHANGE OF AGENT

NAME: FASHION BUG #3146, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd -- EXT# 1140

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: FASHION BUG #3146, INC.
2. The principal office address: Ocean Springs Shopping Center, 991 E. Eugiallio Blvd., Indian Harbor Beach, FL 32937
3. The mailing address (if different): 3750 State Road, Corp. Tax Dept., Bensalem, PA 19020
4. Date of incorporation/qualification: January 23, 1998 Document number: P98000007493
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.

Maureen Cullen Maureen Cullen, Attorney-in-Fact
(Signature of an officer, chairman or vice chairman of the board) (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.

Jacqueline M. Giles
(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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