

**FILED**  
**Feb 27, 2002 8:00 am**  
**Secretary of State**

02-27-2002 90017 001 \*6,150.00

<b>DOCUMENT #</b>		<b>P99000095198</b>	
<b>1. Entity Name</b> <b>FASHION BUG #3389, INC.</b>			
<b>Principal Place of Business</b> <b>1270 NORTH WICKHAM ROAD</b> <b>MELBOURNE FL 32935</b>		<b>Mailing Address</b> <b>3750 STATE ROAD</b> <b>7B13</b> <b>BENSALEM PA 19020</b>	
<b>2. Principal Place of Business</b>		<b>3. Mailing Address</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country
<b>6. Name and Address of Current Registered Agent</b>			
<b>CT CORPORATION SYSTEM</b> <b>1200 S. PINE ISLAND RD.</b> <b>PLANTATION FL 33324</b>			<b>Name</b>
			<b>Street Address (</b>
			<b>City</b>
<b>8. The above named entity submits this statement for the purpose of changing its registered office or register</b>			
<b>SIGNATURE</b> <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE Registered Agent signature required</small>			
<b>9. This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so. (See criteria on back)</b>		<b>FILE NOW!!! FEE IS \$150.00</b> <b>After May 1, 2002 Fee will be \$550.00</b> <b>Make Check Payable to Department of State</b>	
<b>11. OFFICERS AND DIRECTORS</b>			
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>PD</b> <b>BERN, DORRIT</b> <b>450 WINKS LN.</b> <b>BENSALEM PA 19020</b>	<input type="checkbox"/> Delete	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>VP</b> <b>SULLIVAN, JOHN</b> <b>450 WINKS LN.</b> <b>BENSALEM PA 19020</b>	<input type="checkbox"/> Delete	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>VPST</b> <b>SPECLER, ERIC</b> <b>450 WINKS LN.</b> <b>BENSALEM PA 19020</b>	<input type="checkbox"/> Delete	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>		<input type="checkbox"/> Delete	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>		<input type="checkbox"/> Delete	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>		<input type="checkbox"/> Delete	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>		<input type="checkbox"/> Delete	
<b>12.</b>			
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	
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<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	
<b>13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 607 of the Internal Revenue Code, and that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same effect as if the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, changed, or on an attachment with an address, with all other like empowered.</b>			
<b>SIGNATURE:</b>		<b>JOHN SULLIVAN</b> <b>JOHN SULLIVAN</b>	
<b>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</b>			

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DO NOT WRITE IN THIS SPACE

CR2E034 (9/01)

**SIGNATURE:**