

S54345

ARTICLES OF MERGER
Merger Sheet

MERGING:

FASHION BUG PLUS OF BARTOW, INC., H27421, FASHION BUG OF LAKE WALES, INC., H27407, FASHION BUG OF TALLAHASSEE MALL, INC., H34385, FASHION BUG OF FORT LAUDERDALE, INC. H60661, FASHION BUG OF DADE CITY, INC., H27418, FASHION BUG OF TITUSVILLE, INC., H74988, FASHION BUG #608, INC., J25970, FASHION BUG #677, INC., J47227, FASHION BUG PLUS OF MELBOURNE, INC., H37732, FASHION BUG #2099, INC., K39287, FASHION BUG #2116, INC., K39284, FASHION BUG #2213, INC., H60662, FASHION BUG #2333, INC., L76979, FASHION BUG #2344, INC., L83333, FASHION BUG #2363, INC., L97859, FASHION BUG #2433, INC., S54345, FASHION BUG #2522, INC., S94881, FASHION BUG #2632, INC., V43909, FASHION BUG #2669, INC., V56783, FASHION BUG #2678, INC., V67062, FASHION BUG #2897, INC., P93000066911, FASHION BUG #2918, INC., P93000077933 AND FASHION BUG #2981, INC., P94000025201 ALL FLORIDA CORPORATIONS,

INTO

CHARMING SHOPPES OF NORRISTOWN, INC., a Pennsylvania corporation
not qualified in Florida.

File date: March 4, 1997

Corporate Specialist: Darlene Connell