

S97429

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

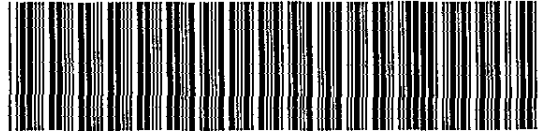
(Business Entity Name)

(Document Number)

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STATE DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. change

T BROWN JAN - 6 2003



ACCOUNT NO. : 072100000032
REFERENCE : 868782 4720431
AUTHORIZATION : *Patricia Pujate*
COST LIMIT : \$ 35.00

ORDER DATE : December 23, 2002

ORDER TIME : 9:58 AM

ORDER NO. : 868782-770

CUSTOMER NO: 4720431

CUSTOMER: Ms. Tina Grodziski
Charming Shoppes, Inc.
450 Winks Lane

Bensalem, PA 190200000

CHANGE OF AGENT

NAME: FASHION BUG #2523, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams -- EXT# 113

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 #2523, INC.

2. The principal office address: 450 Winks Lane, Bensalem, PA 19020

3. The mailing address (if different): 450 Winks Lane, Bensalem, PA 19020

4. Date of incorporation/qualification: December 2, 1991 Document number: S97429

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
(Signature of an officer, chairman or vice chairman of the board)

Maureen Cullen, Attorney-in-Fact
(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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