

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 20 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **V00346** (9)
1. Corporation Name
FASHION BUG #2540, INC.

Principal Place of Business 8610 US HWY 19 N CORPORATE TAX - 7813 PORT RICHEY FL 34668 US	Mailing Address 450 WINKS LN CORPORATE TAX BENSALEM PA 19020 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 12/16/1991	
				4. FEI Number 52-1763280	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERN, DORRIT J	1.2 NAME	
STREET ADDRESS	450 WINKS LANE	1.3 STREET ADDRESS	
CITY-ST-ZIP	BENSALEM PA	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPECTER, ERIC	2.2 NAME	
STREET ADDRESS	450 WINKS LANE	2.3 STREET ADDRESS	
CITY-ST-ZIP	BENSALEM PA 19020	2.4 CITY-ST-ZIP	
TITLE	VTS	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BRODSKY, BERNARD	3.2 NAME	JON A. GOLDBERG
STREET ADDRESS	450 WINKS LANE	3.3 STREET ADDRESS	Same
CITY-ST-ZIP	BENSALEM PA 19020	3.4 CITY-ST-ZIP	
TITLE	P	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DORRITT, BERN	4.2 NAME	
STREET ADDRESS	450 WINKS LANE	4.3 STREET ADDRESS	
CITY-ST-ZIP	BENSALEM PA 19020	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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 _____ **JON A. GOLDBERG** APR 16 1998 215-638-6741

CR2E034 (10/97)