



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- The name of the corporation is LANE BRYANT, INC.
- The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
- The address of the NEW registered office is:
170 Westminster Street, Suite 900, Providence, RI 02903
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CT Corporation System
- The name of the NEW registered agent is:
Corporation Service Company
- The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)
- The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: January 29, 2003LANE BRYANT, INC.

Print Corporate Name

By


☐ Its President ☐ or Its Vice President ☐

Maureen Cullen, Attorney in Fact

STATE OF DELAWARE
COUNTY OF NEW CASTLE

In Wilmington, DE, on this 29th day of January, 2003, personally appeared before me Maureen Cullen who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

JAN 31 2003

Notary Public

Elizabeth A. Dawson

My Commission Expires: May 17, 2005

STATE OF Pennsylvania
COUNTY OF Bucks

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Colin D. Stern, the Secretary of Charming Shoppes, Inc. ("the Corporation"), a corporation incorporated under the laws of Pennsylvania, and of the subsidiary entities shown on the list appended hereto does hereby appoint Maureen Cullen and Anne Martin, attorneys-in-fact for the Corporation and for the subsidiary entities, to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.


In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Anne Martin shall exercise the power of Assistant Secretary.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Colin D. Stern, which ever shall occur first.

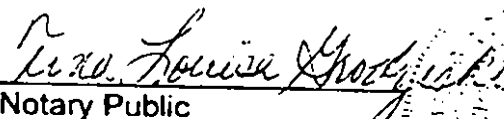
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 20th day of December, 2002.

CHARMING SHOPPES, INC.

BY:


Colin D. Stern
Secretary

Subscribed and sworn to before me this 20th day of December, 2002.


Notary Public

NOTARIAL SEAL
TINA LOUISE GRODZISKI, Notary Public
Bensalem Twp., Bucks County
My Commission Expires June 8, 2005.

Entity Name	Jurisdiction
CATHERINES #5343, INC.	RI
CATHERINES, INC.	RI
FASHION BUG #716, INC.	RI
FASHION BUG #787, INC.	RI
FASHION BUG #2156, INC.	RI
FASHION BUG #2290, INC.	RI
FASHION BUG #2339, INC.	RI
FASHION BUG #2588, INC.	RI
FASHION BUG #2826, INC.	RI
FASHION BUG #2928, INC.	RI
FASHION BUG #3518, INC.	RI
FASHION BUG #4009, INC.	RI
FASHION BUG OF JOHNSTON, INC.	RI
LANE BRYANT, INC.	RI