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(Requestor's Name)

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(City/State/Zip/Phone #)

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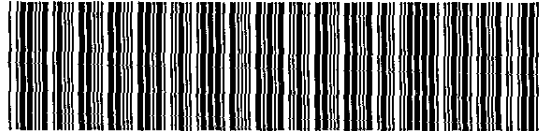
(Business Entity Name)

(Document Number)

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SEAL OF THE STATE
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

★ Filz 1ST ★

ACCOUNT NO. : 072100000032
REFERENCE : 112923 4323352
AUTHORIZATION : *Patricia P. [signature]*
COST LIMIT : \$ 70.00

03 JUN -2 PM 2 12
FILED
TALLAHASSEE, FLORIDA

ORDER DATE : *Jun 2, 2003*

ORDER TIME : 12:48 PM

ORDER NO. : 112923-005

CUSTOMER NO: 4323352

CUSTOMER: Ms. Leona Colwell
Pier 1 Imports, Inc
Suite 600, 301 Commerce Street
V#660724/legal Dept
Fort Worth, TX 76102

FOREIGN FILINGS

NAME: NEW CARGO FURNITURE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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TALLAHASSEE, FLORIDA

1. New Cargo Furniture, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 75-2922964
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 26, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. New Cargo Furniture, Inc., 2900 W. Seminary Drive, Suite 100, Fort Worth, Texas 76133
(Principal office address)
same as principal office address
(Current mailing address)
8. Retail sale of home furnishings and accessories or any other lawful activity
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Corporation Service Company

Cynthia L. Harris
(Registered agent's signature)

Cynthia L. Harris
as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Marvin J. Girouard

Address: 301 Commerce Street, Suite 600
Fort Worth, Texas 76102

Vice Chairman: N/A

Address: _____

Director: Marvin J. Girouard

Address: 301 Commerce Street, Suite 600
Fort Worth, Texas 76102

Director: Charles H. Turner

Address: 301 Commerce Street, Suite 600
Fort Worth, Texas 76102

B. OFFICERS

President: Paul D. Mihic

Address: 2900 W. Seminary Drive, Suite 100
Fort Worth, Texas 76133

Exec. Vice President: Charles H. Turner

Address: 301 Commerce Street, Suite 600
Fort Worth, Texas 76102

Executive V.P. & Secretary: J. Rodney Lawrence

Address: 301 Commerce Street, Suite 600, Fort Worth, Texas 76102

Executive V.P. Treasurer: E. Mitchell Weatherly

Address: 301 Commerce Street, Suite 600, Fort Worth, Texas 76102

Assistant Secretary: Michael A. Carter

Secretary: 301 Commerce Street, Suite 600, Fort Worth, Texas 76102

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.
New Cargo Furniture, Inc.

13. By: J. Rodney Lawrence Executive Vice President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. J. Rodney Lawrence, Executive Vice President

(Typed or printed name and capacity of person signing application)

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Delaware

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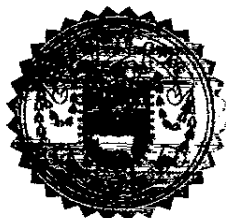
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW CARGO FURNITURE, INC." IS SOLELY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEW CARGO FURNITURE, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3349294 8300

AUTHENTICATION: 2445998

030359436

DATE: 05-30-03