2007 FOR PROFIT CORPORATION ANNUAL REPORT

Apr 23, 2007 8:00 am Secretary of State DOCUMENT # F03000005590 1. Entity Name MICHAELS STORES PROCUREMENT COMPANY, INC. 04-23-2007 90072 026 ***150.00 Principal Place of Business Mailing Address 2302 113TH ST. P.O. BOX 619049 400. GRAND PRAIRIE, TX 75050 DFW. TX 75261 2. Principal Place of Business - No P.O. Box # 3. Mailing Address Suite, Apt. #, etc. Suite, Apt. #, etc. 04122007 CR2E034 (12/06) Chg-P City & State City & State Applied For 4. FEI Number 20-0313890 Not Applicable Zip. Country Zip Country \$8.75 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent 7. Name and Address of New Registered Agent Name C T CORPORATION SYSTEM Street Address (P.O. Box Number is Not Acceptable) 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324 Zip Code 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. **SIGNATURE** Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE 9. Election Campaign Financing \$5.00 May Be FILE NOW!!! FEE IS \$150.00 After May 1, 2007 Fee will be \$550.00 Trust Fund Contribution. Added to Fees OFFICERS AND DIRECTORS 10. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 11. **PCFO** TITLE ☐ Delete TITLE ☐ Change Addition BOYER, JEFFREY N NAME NAME 8000 BENT BRANCH DR STREET ADDRESS STREET ADDRESS CITY-ST-ZIP **IRVING, TX 75063** CITY-ST-ZIP PC00 TITLE ☐ Delete Change ☐ Addition TITLE SANDFORT, GREGORY A NAME NAME STREET ADDRESS 8000 BENT BRANCH DR STREET ADDRESS CITY-ST-ZIP **IRVING, TX 75063** CITY-ST-ZIP TITLE ☐ Delete TITLE ☐ Change ☐ Addition KLINGER, LISA K NAME NAME STREET ADDRESS 8000 BENT BRANCH DR. STREET ADDRESS CITY-ST-ZIP **IRVING, TX 75063** CITY-ST-ZIP TITLE ☐ Delete TITLE ☐ Change ☐ Addition HERNANDEZ, ELAINE STREET ADDRESS 8000 BENT BRANCH DR. STREET ADDRESS CITY-ST-ZIP **IRVING, TX 75063** CITY-ST-ZIP ☐ Delete TITLE TITI F ☐ Change ☐ Addition NAME BOYER, JEFFREY N NAME STREET ADDRESS 8000 BENT BRANCH DR. STREET ADDRESS CITY-ST-ZIP **IRVING, TX 75063** CITY-ST-ZIP TITI F ☐ Delete TITLE ☐ Change ☐ Addition WILLIAMS, TERI J. NAME 8000 BENT BRANCH DRIVE STREET ADDRESS STREET ADDRESS CITY-ST-7IP IRVING, TX 75063 CITY-ST-7IP

12. I hereby certify that the information supplied with this filling does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other file empowered.

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

SIGNATURE:

Teri Williams 4/16/07

FILED

ATTACHMENT 40075301 #F0300005590

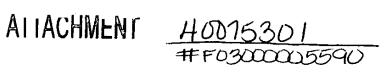
Michaels Stores Procurement Company, Inc List of Officers and Directors

<u>Directors</u>	Position Held	Date Taken Office
Jeffrey N. Boyer 8000 Bent Branch Drive Irving, TX 75063	Director	11/13/2003
Thomas C. DeCaro 8000 Bent Branch Drive Irving, TX 75063	Director	03/15/2006
Gregory A. Sandfort 8000 Bent Branch Drive Irving, TX 75063	Director	08/22/2005



Michaels Stores Procurement Company, Inc. List of Officers and Directors

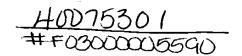
<u>Officers</u>	Position Held	Date Taken Office
Jeffrey N. Boyer 8000 Bent Branch Irving, TX 75063	President and Chief Financial Officer	03/15/06 11/13/2003
Gregory A. Sandfort 8000 Bent Branch Drive Irving, TX 75063	President and Chief Operating Officer	03/15/06 01/27/2004
Thomas C. DeCaro 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Supply Chain	09/13/2005 11/13/2003
Harvey S. Kanter 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Chief Merchant	03/15/2006
Douglas B. Sullivan 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Development	10/23/2006
J. Michael Greenwood 8000 Bent Branch Drive Irving, TX 75063	President – Artistree Division	11/13/2003
Walter C. Asbury 8000 Bent Branch Drive Irving, TX 75063	Vice President Space Planning	02/28/2005
Mike Cairnes 8000 Bent Branch Drive Irving, TX 75063	Vice President Framing	01/09/2006
Eric Dickenson 8000 Bent Branch Drive Irving, TX 75063	Vice President Divisional Merchandise Manage	11/13/2003 er
Patty Fletcher 8000 Bent Branch Drive Irving, TX 75063	Vice President Divisional Merchandise Manage	04/19/2004 er



Michaels Stores Procurement Company, Inc. List of Officers and Directors

<u>Officers</u>	Position Held	Date Taken Office
Les Gardner 8000 Bent Branch Drive Irving, TX 75063	Vice President Distribution and Logistics Oper	11/13/2003 rations
David R. Goodson 8000 Bent Branch Drive Irving, TX 75063	Vice President Transportation	08/22/2005
C. Elaine Hernandez 8000 Bent Branch Dr. Irving, TX 75063	Vice President and Secretary	10/23/2006 06/27/2005
Lisa K. Klinger 8000 Bent Branch Drive Irving, TX 75063	Vice President and Treasurer	6/27/2005
Mary Kuniski 8000 Bent Branch Irving, TX 75063	Vice President Vendor Relations	04/15/2004
Sam Laboi 8000 Bent Branch Drive Irving, TX 75063	Vice President Inventory Management	04/10/2006
Kathy Lacks 8000 Bent Branch Drive Irving, TX 75063	Vice President Divisional Merchandise Mange	05/08/2006 er
Neal Lewis 8000 Bent Branch Drive Irving, TX 75063	Vice President Operations (Artistree)	10/23/2006
Robin Moore 8000 Bent Branch Irving, TX 75063	Vice President Supply Chain Planning and Ana	11/13/2003 alysis
Thomas C. Roush 8000 Bent Branch Drive Irving, TX 75063	Vice President Merchandising Strategy and Systems	11/13/2003

ALIACHMENT



Michaels Stores Procurement Company, Inc. List of Officers and Directors

Officers	Position Held	Date Taken Office
Susan Van Benten Odle 8000 Bent Branch Drive Irving, TX 75063	Vice President Divisional Merchandise M	03/14/2005 Manager
Teri J. Williams 8000 Bent Branch Drive Irving, TX 75063	Vice President Tax	04/15/2004
Thomas A. Melito 8000 Bent Branch Dr. Irving, TX 75063	Assistant Treasurer	10/29/2004
Janet S. Morehouse 8000 Bent Branch Drive Irving, TX 75063	Assistant Secretary	10/23/2006
Gabriel V. Vazquez 8000 Bent Branch Dr. Irving, TX 75063	Assistant Secretary	06/27/2005
MSPC February 6, 2007		