



THE UNITED STATES
CORPORATION
COMPANY

P23453

ACCOUNT NO. : 072100000032

REFERENCE : 335463 4323352

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 35.00

ORDER DATE : April 17, 1997

ORDER TIME : 1:04 PM

ORDER NO. : 335463-055

300002181943--5

CUSTOMER NO: 4323352

CUSTOMER: Ms. Teresa O'neal
Pier 1 Imports, Inc
301 Commerce Street
Suite #600
Fort Worth, TX 76102

CHANGE OF AGENT

NAME: PIER GROUP, INC.

RECEIVED
97 MAY 16 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

Handwritten signature and date: 5/19/97

RECEIVED
97 MAY 16 PM 2:51

Florida Department of State, Sandra B. Mortham, Secretary of State

**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, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PIER GROUP, INC.

1b. The mailing address of the corporation is: TWO PENN PLAZA, SUITE 1585, NEW YORK, NY
10121 US

1c. Date of incorporation: 03-17-1989 Document number: P23453

2. The name and address of the current registered agent and office:

CT CORPORATION SYSTEM

1200 S. PINE ISLAND ROAD

PLANTATION, FL 33324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street, Suite 105

Tallahassee, Florida 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.

J. Rodney Lawrence
(Signature of an officer, chairman or
vice chairman of the board)

May 12, 1997
(Date)

J. Rodney Lawrence, Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Corporation Service Company

By: Deborah N. Skipper
(Signature of Registered Agent)

5/16/97
(Date)

If signing on behalf on an entity:

Deborah N. Skipper
(Typed or Printed Name)

As agent
(Capacity)