

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

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P23453

1. Corporation Name
PIER GROUP, INC.

Principal Place of Business
C/O PIER 1 IMPORTS, INC.
301 COMMERCE STREET, SUITE 600
FORT WORTH TX 76102
US

Mailing Address
ATTN: TAX DEPT.
P.O. BOX 961020
FORT WORTH TX 76161-0020
US

FILED
Mar 02, 1999 8:00 am
Secretary of State

03-02-1999 90169 006 ***158.75



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

03/17/1989

4. FEI Number

51-0316770

Applied For

Not Applicable

5. Certificate of Status Desired



\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution



\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax.



Yes

No

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301

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

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

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
CEO	JOHNSON, CLARK A	301 COMMERCE ST. SUITE 600	FT. WORTH TX 76102	<input checked="" type="checkbox"/>
DP	GIROUARD, MARVIN J	301 COMMERCE ST SUITE 600	FT. WORTH TX 76102	<input type="checkbox"/>
SVPT	MANGUM, STEPHEN F	301 COMMERCE ST SUITE 600	FT. WORTH TX 76102	<input type="checkbox"/>
SVPS	LAWRENCE, J. RODNEY	301 COMMERCE ST SUITE 600	FT. WORTH TX 76102	<input type="checkbox"/>
AS	CARTER, MICHAEL A	301 COMMERCE ST SUITE 600	FT. WORTH TX 76102	<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	Change	Addition
	DP/CEO			<input type="checkbox"/>	<input checked="" type="checkbox"/>
	SVPT/CEO/Director			<input type="checkbox"/>	<input checked="" type="checkbox"/>
				<input checked="" type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>

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, with all other like empowered.

SIGNATURE:

J. Rodney Lawrence

1-5-99

817-878-8000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

150019-90169.6
P23453

Pier-FTW, Inc., a Delaware corporation and subsidiary of Pier 1 Imports (U.S.), Inc.
(incorporated 10/10/96)

Directors: Marvin J. Girouard
Stephen F. Mangum

Officers: Marvin J. Girouard, President and CEO
Stephen F. Mangum, Senior V.P., CFO and Treasurer
J. Rodney Lawrence, Senior V. P. and Secretary
Michael A. Carter, Assistant Secretary

Pacific Industrial Properties, Inc., a Texas corporation (incorporated 08/01/91) and subsidiary of
Pier 1 Imports (U.S.), Inc. (acquired 01/28/97)

Directors: Marvin J. Girouard
Stephen F. Mangum

Officers: Marvin J. Girouard, President and CEO
Stephen F. Mangum, Senior V.P., CFO and Treasurer
J. Rodney Lawrence, Senior V. P. and Secretary
Michael A. Carter, Assistant Secretary

Pier Group, Inc., a Delaware corporation (incorporated 02/14/89) and subsidiary of Pier 1 Imports
(U.S.), Inc. (acquired 02/28/97)

Directors: Marvin J. Girouard
Stephen F. Mangum

Officers: Marvin J. Girouard, President and CEO
Stephen F. Mangum, Senior V.P., CFO and Treasurer
J. Rodney Lawrence, Senior V. P. and Secretary
Michael A. Carter, Assistant Secretary