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03-02-1999 90169 006 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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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



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified 03/17/1989
4. FEI Number 51-0316770
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> 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

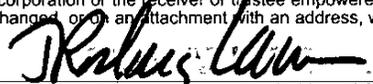
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DCEO <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, CLARK A	1.2 NAME	
STREET ADDRESS	301 COMMERCE ST. SUITE 600	1.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WORTH TX 76102	1.4 CITY-ST-ZIP	
TITLE	DP <input type="checkbox"/> DELETE	2.1 TITLE	DP/CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GIROUARD, MARVIN J	2.2 NAME	
STREET ADDRESS	301 COMMERCE ST SUITE 600	2.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WORTH TX 76102	2.4 CITY-ST-ZIP	
TITLE	SVPT <input type="checkbox"/> DELETE	3.1 TITLE	SVPT/CEO/Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MANGUM, STEPHEN F	3.2 NAME	
STREET ADDRESS	301 COMMERCE ST SUITE 600	3.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WORTH TX 76102	3.4 CITY-ST-ZIP	
TITLE	SVPS <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAWRENCE, J. RODNEY	4.2 NAME	
STREET ADDRESS	301 COMMERCE ST SUITE 600	4.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WORTH TX 76102	4.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARTER, MICHAEL A	5.2 NAME	
STREET ADDRESS	301 COMMERCE ST SUITE 600	5.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WORTH TX 76102	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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