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Secretary of State

PROFIT CORPORATION ANNUAL REPORT **1997**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P 30161

1. Corporation Name

MICHAELS STORES, INC.

Principal Place of Business	Mailing Address
8000 BENT BRANCH DR. IRVING, TX. 75063	8000 BENT BRANCH DR. IRVING, TX. 75063

3. Date Incorporated or Qualified: 7/16/1990	3a. Date of Last Report: 4/28/1996
4. FEI Number: 75-1943604	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 has liability for intangible tax under s. 199.032, Florida Statutes	☒ Yes ☐ No

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

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION, FL. 33324

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE	PRESIDENT ☐ DELETE	1.1 TITLE ☐ Change ☐ Addition
NAME	MICHAEL ROULEAU	1.2 NAME
STREET ADDRESS	8000 BENT BRANCH	1.3 STREET ADDRESS
CITY-ST-ZIP	IRVING, TX. 75063	1.4 CITY-ST-ZIP
TITLE	CHAIRMAN OF THE BOARD ☐ DELETE	2.1 TITLE ☐ Change ☐ Addition
NAME	WYLY, SAM	2.2 NAME
STREET ADDRESS	8000 BENT BRANCH DR.	2.3 STREET ADDRESS
CITY-ST-ZIP	IRVING, TX. 75063	2.4 CITY-ST-ZIP
TITLE	EXECUTIVE VICE PRESIDENT ☐ DELETE	3.1 TITLE ☐ Change ☐ Addition
NAME	DE CORDOVA, BRYAN	3.2 NAME
STREET ADDRESS	8000 BENT BRANCH DR.	3.3 STREET ADDRESS
CITY-ST-ZIP	IRVING, TX. 75063	3.4 CITY-ST-ZIP
TITLE	VICE PRESIDENT/SECRETARY ☐ DELETE	4.1 TITLE ☐ Change ☐ Addition
NAME	BEASLEY, MARK V.	4.2 NAME
STREET ADDRESS	8000 BENT BRANCH DRIVE	4.3 STREET ADDRESS
CITY-ST-ZIP	IRVING, TX. 75063	4.4 CITY-ST-ZIP
TITLE	VICE PRESIDENT ☐ DELETE	5.1 TITLE ☐ Change ☐ Addition 300002180679 -05/16/97--01008--020 ***165.00
NAME	KRISTEN L. MAGNUSON	5.2 NAME
STREET ADDRESS	8000 BENT BRANCH DRIVE	5.3 STREET ADDRESS
CITY-ST-ZIP	IRVING, TX. 75063	5.4 CITY-ST-ZIP
TITLE	☐ DELETE	6.1 TITLE ☐ Change ☐ Addition
NAME	SEE ATTACHED LIST	6.2 NAME CS
STREET ADDRESS	FOR ADDITIONAL OFFICERS	6.3 STREET ADDRESS 5/7/97
CITY-ST-ZIP		6.4 CITY-ST-ZIP

CR2E034 (9/96)

14. I do 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.

SIGNATURE: David J. Laroche 4/28/97 (972) 409-1300
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

DAVID J. LAROCHE

MICHAELS STORES, INC.
LIST OF OFFICERS & DIRECTORS
FEIN 75 - 1943604

DIRECTORS	POSITION HELD
Sam Wyly 300 Crescent Court Suite 1000 Dallas, TX 75201	Chairman of the Board
Charles J. Wyly, Jr. Sterling Software 300 Crescent Court Suite 1000 Dallas, TX 75201	Vice Chairman of the Board
Dr. F. Jay Taylor 2502 Tanglewood Ruston, LA 71270	
Richard E. Hanlon America Online, Inc. 8619 Westwood Center Dr. Vienna, VA 22182-2285	
Michael C. French Maverick Capital 8080 N. Central Expy, Ste 1300 Dallas, TX 75206	
Donald R. Miller, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President-Market Development
Evan A. Wyly Maverick Capital 300 Crescent Court, Ste 1000 Dallas, TX 75201	Vice President

MICHAELS STORES, INC.
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FEIN 75 - 1943604

OFFICERS	POSITION HELD
Sam Wyly 8000 Bent Branch Drive Irving, TX 75063	Chairman of the Board
Charles J. Wyly, Jr. Sterling Software 8080 N. Central Exp Suite 1100, LB33 Dallas, TX 75206	Vice Chairman of the Board
Michael Rouleau 8000 Bent Branch Drive Irving, TX 75063	President Chief Executive Officer Chief Operating Officer
Douglas B. Sullivan 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President - Development
Duane Heimenz 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President
Bryan De Cordova 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Chief Financial Officer
Mark V. Beasley 8000 Bent Branch Drive Irving, TX 75063	Vice President General Counsel Secretary
Larry Fine 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President
Phillip D. Hixon 8000 Bent Branch Drive Irving, TX 75063	Vice President- Store Administration

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FEIN 75 - 1943604

OFFICERS	POSITION HELD
Kristen L. Magnuson 8000 Bent Branch Drive Irving, TX 75063	Vice President-Finance and Planning
Donald R. Miller, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President-Market Development
John Rittenhouse 8000 Bent Branch Drive Irving, TX 75063	Vice President-Distribution
Evan A. Wyly Maverick Capital 8080 N. Central Expy, Ste 1300 Dallas, TX 75206	Vice President
Will Clark 8000 Bent Branch Drive Irving, TX 75063	Vice President-Central Zone
Ron Mapp 8000 Bent Branch Drive Irving, TX 75063	Vice President-Northeast Zone
Mark Emken 8000 Bent Branch Drive Irving, TX 75063	Vice President- Southeast Zone
Rick Sturdivant 8000 Bent Branch Drive Irving, TX 75063	Vice President-Pacific Zone
Christopher J. Holland 8000 Bent Branch Drive Irving, TX 75063	Operations Controller
David J. Laroche 8000 Bent Branch Drive Irving,TX 75063	Assistant Controller

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LIST OF OFFICERS & DIRECTORS
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OFFICERS	POSITION HELD
Janet Morehouse 8000 Bent Branch Drive Irving, TX 75063	Assistant Secretary
David Keepes 8000 Bent Branch Drive Irving, TX 75063	Assistant Treasurer