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Mar 23 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P39139 (1)  
1. Corporation Name  
PACIFIC INDUSTRIAL PROPERTIES, INC.

Principal Place of Business C/O PIER 1 IMPORTS, INC. 301 COMMERCE STREET, SUITE 600 FORT WORTH TX 76102	Mailing Address ATTN: TAX DEPARTMENT P.O. BOX 961020 FORT WORTH TX 76161-0020
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 06/05/1992	4. FEI Number 75-2397385	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525	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 FL
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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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

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

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.

SIGNATURE: *[Signature]* 3/5/98 (417) 878-8000

CR2E034 (10/97)

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

**Directors:** Clark A. Johnson  
Marvin J. Girouard

**Officers:** Clark A. Johnson, Chairman and CEO  
Marvin J. Girouard, President and COO  
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 and subsidiary of Pier 1 Imports (U.S.), Inc. (acquired 02/28/97)

**Directors:** Clark A. Johnson  
Marvin J. Girouard

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

**PIR Trading, Inc.**, a Delaware corporation and subsidiary of Pier 1 Imports (U.S.), Inc. (incorporated 06/04/90)

**Directors:** Clark A. Johnson  
Marvin J. Girouard

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