

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

**FILED**  
**Mar 23 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> 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

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>06/05/1992</b>	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number <b>75-2397385</b>	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24	Country	29	Country	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	

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

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

TITLE	<b>DCEO</b>	<input type="checkbox"/> DELETE
NAME	<b>JOHNSON, CLARK A</b>	
STREET ADDRESS	<b>301 COMMERCE STREET, SUITE 600</b>	
CITY - ST - ZIP	<b>FORT WORTH TX 76102</b>	
TITLE	<b>PDCO</b>	<input type="checkbox"/> DELETE
NAME	<b>GIROUARD, MARVIN J</b>	
STREET ADDRESS	<b>301 COMMERCE STREET, SUITE 600</b>	
CITY - ST - ZIP	<b>FORT WORTH TX 76102</b>	
TITLE	<b>SVCT</b>	<input type="checkbox"/> DELETE
NAME	<b>MANGUM, STEPHEN F</b>	
STREET ADDRESS	<b>301 COMMERCE STREET, SUITE 600</b>	
CITY - ST - ZIP	<b>FORT WORTH TX 76102</b>	
TITLE	<b>SVS</b>	<input type="checkbox"/> DELETE
NAME	<b>LAWRENCE, J. RODNEY</b>	
STREET ADDRESS	<b>301 COMMERCE STREET, SUITE 600</b>	
CITY - ST - ZIP	<b>FORT WORTH TX 76102</b>	
TITLE	<b>AS</b>	<input type="checkbox"/> DELETE
NAME	<b>CARTER, MICHAEL A</b>	
STREET ADDRESS	<b>301 COMMERCE STREET, SUITE 600</b>	
CITY - ST - ZIP	<b>FORT WORTH TX 76102</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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)(l), 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: *[Handwritten Signature]* 2/5/98 (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