

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

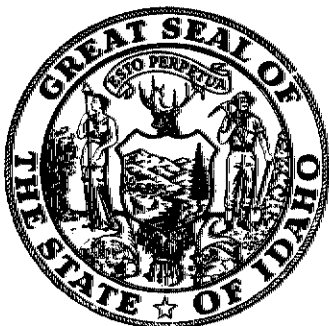
MICHAELS STORES, INC.

File number C 109847

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MICHAELS STORES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MICHAELS STORES, INC. to transact business in this State under the name MICHAELS STORES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 17, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

Cara Sipe

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

MAY 17 10 52 AM '95

SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is MICHAELS STORES, INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is November 18, 1983 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

5931 Campus Circle Drive, Irving, Texas 75063

7. The street address of its proposed registered office in Idaho is 300 North 6th Street

Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19950317 0900 72713 2
CK #: 19014 CUST#: 15930
CORP
1@ 120.00= 120.00

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 3-13-95

MICHAELS STORES, INC.

(Corporation Name)

By

[Signature]
Its President/Vice President (please specify)

and

[Signature]
Its Secretary/Assistant Secretary (please specify)

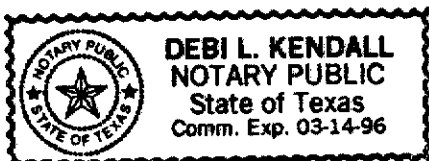
STATE OF Texas)
) ss:

COUNTY OF Dallas)

I, Debi L. Kendall, a notary public, do hereby certify that on
this 13th day of MARCH, 1995, personally appeared before
me JACK BUSH, who being by me first duly sworn, declared that (s)he
is the President of _____

MICHAELS STORES, INC.

that (s)he signed the foregoing documents as President of the corporation and that
the statements therein contained are true.



Debi L. Kendall
Notary Public

MICHAELS STORES, INC.

Directors

Jack E. Bush
5931 Campus Circle Drive
Irving, Texas 75063

Michael C. French
Maverick Capital
8080 N. Central Expressway
Ste. 1300
Dallas, Texas 75206

Richard E. Hanlon
Hanlon & Co.
12355 Sunrise Valley Dr.
Suite 640
Reston, VA 22091

William O. Hunt
Intelliscall, Inc.
Suite 410
2155 Chenault
Carrollton, Texas 75006

Donald R. Miller, Jr.
5931 Campus Circle Drive
Irving, Texas 75063

Dr. F. Jay Taylor
2502 Tanglewood Dr.
Ruston, Louisiana 71270

Charles J. Wyly, Jr.
Sterling Software
8080 N. Central Expressway
Ste. 1100, LB33
Dallas, Texas 75206

Evan A. Wyly
Maverick Capital
8080 N. Central Expressway
Ste. 1300
Dallas, Texas 75206

Sam Wyly
5931 Campus Circle Drive
Irving, Texas 75063

Officers

All located at:
5931 Campus Circle Drive
Irving, Texas 75063

Jerry Andrzejewski	Vice President - Sales Promotion and Merchandise Presentation
Mark V. Beasley	Vice President, General Counsel and Secretary
David E. Bolen	Executive Vice President
Jack E. Bush	President and Chief Operating Officer
Tony J. Chron	Vice President - Real Estate
Bruce Dale	Vice President - Store Operations
William Dandy	Vice President - Advertising
Phil Hixon	Vice President - Store Development and Corporate Operations
David Keepes	Assistant Treasurer
Kristen L. Magnuson	Vice President - Finance and Business Planning
Donald R. Miller, Jr.	Vice President - Market Development
Janet S. Morehouse	Assistant Secretary
R. Don Morris	Executive Vice President and Chief Financial Officer
Len Priode	Vice President - Information Services
John Rittenhouse	Vice President - Distribution
Robert H. Rudman	Executive Vice President and Chief Merchandising Officer
Bob Sasser	Vice President - General Merchandise Manager
Douglas B. Sullivan	Executive Vice President
Donald C. Toby	Vice President - Personnel
Charles J. Wyly, Jr.	Vice Chairman
Evan A. Wyly	Vice President - Mergers and Acquisitions
Sam Wyly	Chairman and Chief Executive Officer
Stephen C. Yevich	Controller

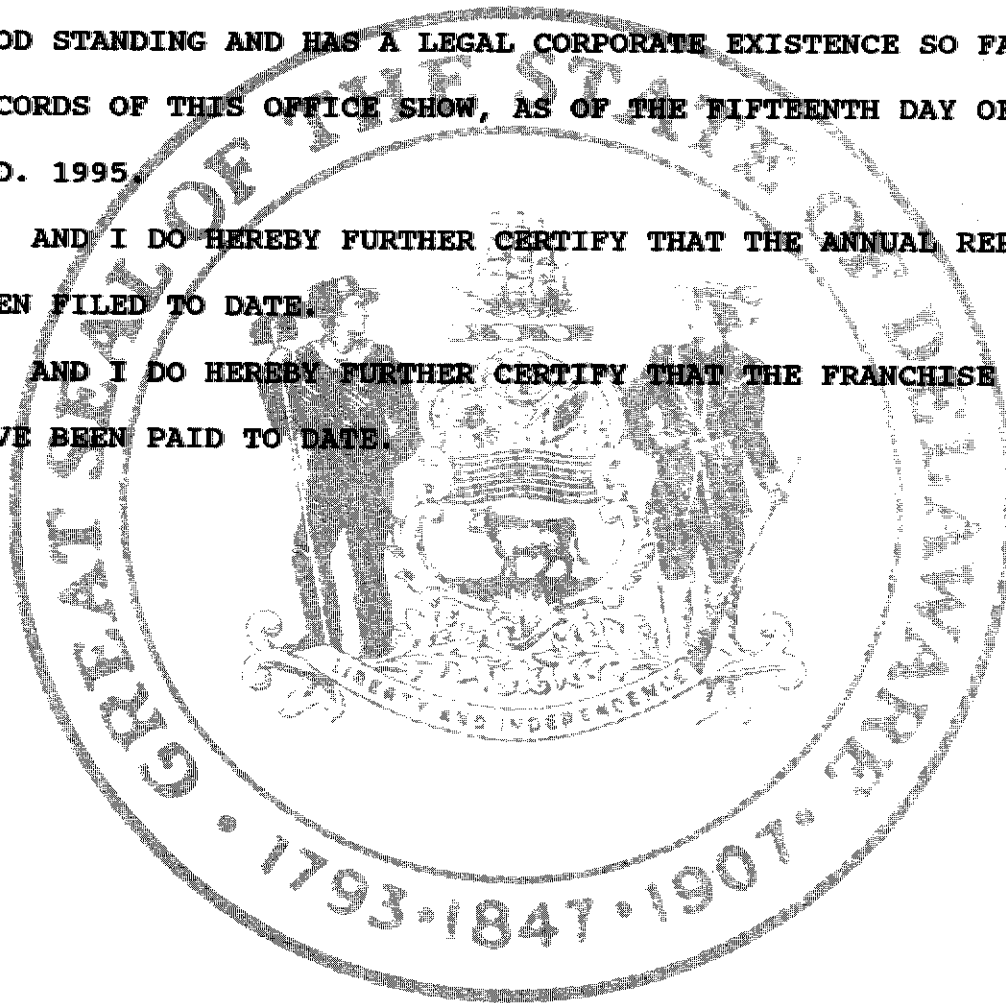
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MICHAELS STORES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF MARCH, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

2021624 8300

AUTHENTICATION:

7439111

950057260

DATE:

03-15-95