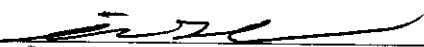


No. C 109847	Due no later than Mar 31, 2002 Annual Report Form		2. Registered Agent and Office NO PO BOX
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable	C T CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE, ID 83701	
	MICHAELS STORES, INC. ATTN: TAX DEPT PO BOX 619566	3. <u>New</u> Registered Agent Signature	
	DFW, TX 75261 9566		

Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President & CEO	Michael Rouleau	8000 Bent Branch	Irving, TX		75063
Secretary	Mark V. Beasley	3000 Bent Branch	Irving, TX		75063

See Attached list. Officers & Directors

Organized Under the Laws of: DELAWARE C 109847	6. Signature  Date <u>3-5-02</u> Name (Typed or Printed) <u>Richard T. Gruber</u> Title <u>VP - Accounting</u>
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Michaels Stores, Inc.
List of Officers and Directors

<u>Directors</u>	<u>Position Held</u>	<u>Date Taken Office</u>
Charles J. Wyly, Jr. 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Chairman of the Board	07/26/01
Sam Wyly 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Vice Chairman of the Board	07/26/01
Richard E. Hanlon 22000 AOL Way Dulles, VA 20166	Director	04/11/90
Richard C. Marcus 767 Fifth Avenue, 26 th Flr. New York, NY 10153	Director	07/15/99
Elizabeth A. VanStory 2755 Franklin Street #8 San Francisco, CA 94123	Director	07/15/99

Michaels Stores, Inc.
List of Officers and Directors

<u>Officers</u>	<u>Position Held</u>	<u>Date Taken Office</u>
R. Michael Rouleau 8000 Bent Branch Drive Irving, TX 75063	President & Chief Executive Officer	04/15/96
Douglas B. Sullivan 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Development	08/08/95
Edward F. Sadler 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Store Operations	10/14/99
Robert M. Spencer 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Merchandising	01/19/01
Bryan M. DeCordova 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Chief Financial Officer	03/24/97
James F. Tucker 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Chief Information Officer	06/09/97
Duane E. Hiemenz 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President New Business Development	10/18/99
Tom DeCaro 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Merchandise Planning & Control	08/14/00
Sue Elliott 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Human Resources	11/07/00
Stephen Gartner 8000 Bent Branch Irving, TX 75063	Sr. Vice President Supply Chain Management	5/21/01
Mark V. Beasley 8000 Bent Branch Drive Irving, TX 75063	Vice President General Counsel & Secretary	04/04/90 09/11/87 09/11/87

**Michaels Stores, Inc.
List of Officers and Directors**

<u>Officers</u>	<u>Position Held</u>	<u>Date Taken Office</u>
Donald R. Miller, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President Market Development	12/05/90
Phillip D. Hixon 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Planning	03/14/94
Mark A. Emken 8000 Bent Branch Drive Irving, TX 75063	Vice President – Custom Framing	05/27/96
Billy Jack Fowler, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President – Pacific Zone	03/27/00
Richard W. Tredinnick 8000 Bent Branch Drive Irving, TX 75063	Vice President – Central Zone	09/03/97
Steve Conway 8000 Bent Branch Drive Irving, TX 75063	Vice President – Southeast Zone	01/29/01
Jeff Wallace 8000 Bent Branch Drive Irving, TX 75063	Vice President – Northeast Zone	04/09/01
Tom Making 8000 Bent Branch Drive Irving, TX 75063	Vice President – Northern Zone	01/07/02
Nicholas Crombie 8000 Bent Branch Drive Irving, TX 75063	Vice President – Mid Atlantic Zone	01/07/02
Wayne W. Stockton 8000 Bent Branch Drive Irving, TX 75063	Vice President – Merchandising	01/23/98

Michaels Stores, Inc.
List of Officers and Directors

<u>Officers</u>	<u>Position Held</u>	<u>Date Taken Office</u>
Christopher J. Holland 8000 Bent Branch Drive Irving, TX 75063	Vice President – Finance	01/23/98
Richard T. Gruber 8000 Bent Branch Drive Irving, TX 75063	Vice President – Accounting	02/09/98
Robert Girling 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Processes	01/31/00
Gale D. Binder 8000 Bent Branch Drive Irving, TX 75063	Vice President Systems Development	01/19/98
Sam Laboi 8000 Bent Branch Drive Irving, TX 75063	Vice President – Replenishment	10/09/00
Les Gardner 8000 Bent Branch Drive Irving, TX 75063	Vice President Distribution & Logistics Operations	10/05/00
Doug Marker 8000 Bent Branch Drive Irving, TX 75063	Vice President Loss Prevention	4/30/01
Brenda Lugannani 8000 Bent Branch Drive Irving, TX 75063	Vice President - Creative Arts Division	9/ 01/01
Eric Dickenson 8000 Bent Branch Drive Irving, TX 75063	Vice President - Crafts Division	09/01/01
Janet S. Morehouse 8000 Bent Branch Drive Irving, TX 75063	Assistant Secretary	06/15/92

Michaels Stores, Inc.
List of Officers and Directors

<u>Officers</u>	<u>Position Held</u>	<u>Date Taken Office</u>
David R. Keepes 8000 Bent Branch Drive Irving, TX 75063	Treasurer	04/07/94

** Officers of the company, who are appointed by the Board of Directors, hold office until their successors are chosen and qualified, or until their death, resignation or removal.*

MSI_DATE.DOC 11/1/01