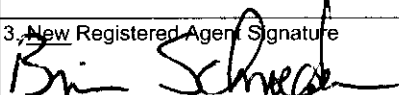
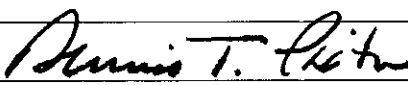
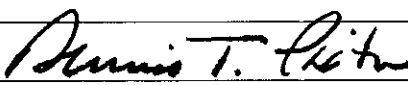
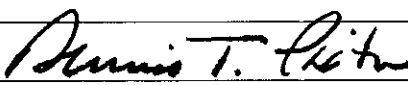


<b>No. C 84659</b>  Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF RECEIVED BY DUE DATE</b>	<b>Due no later than Aug 31, 2000 Annual Report Form</b>  1. Mailing Address - Correct in this box, if applicable  MICHAELS OF OREGON CO. STOEL RIVES BOLEY ET AL 900 S.W. 5TH AVE, SUITE 2300  PORTLAND, OR 97204	2. Registered Agent and Office <b>NO PO BOX</b>  <del>2155 COOK</del> <b>Brian Schroeder</b> 2925 SOUTH COLE ROAD  BOISE, ID 83709  3. New Registered Agent Signature 
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4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.
 

Office held	Name	Street or P.O. Address	City	State	Zip
<b>President, CEO,</b>					
<b>Secretary &amp;</b>					
<b>Director</b>	<b>Dennis Pixton</b>	<b>Michaels of Oregon; PO Box 1690, Oregon City, OR</b>	<b>97045</b>		
<b>Director</b>	<b>John Linahl</b>	<b>Michaels of Oregon; PO Box 1690, Oregon City, OR</b>	<b>97045</b>		
<b>Director</b>	<b>John von Schlegell</b>	<b>Michaels of Oregon; PO Box 1690, Oregon City, OR</b>	<b>97045</b>		
<b>Director</b>	<b>David Cook</b>	<b>Stearns, Inc., PO Box 1498, St. Cloud, MN</b>	<b>56302</b>		
<b>Director</b>	<b>Jack Durett</b>	<b>Michaels of Oregon; PO Box 1690, Oregon City, OR</b>	<b>97045</b>		

5. Organized Under the Laws of:  <div style="text-align: center;">             OREGON              C 84659           </div>	6. <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">           Signature  </td> <td style="width: 40%;">           Date <u>1/24/00</u> </td> </tr> <tr> <td>           Name (Typed or Printed) <u>Dennis T. Pixton</u> </td> <td>           Title: <u>President</u>  <del>xxxx</del> </td> </tr> </table>	Signature 	Date <u>1/24/00</u>	Name (Typed or Printed) <u>Dennis T. Pixton</u>	Title: <u>President</u> <del>xxxx</del>
Signature 	Date <u>1/24/00</u>				
Name (Typed or Printed) <u>Dennis T. Pixton</u>	Title: <u>President</u> <del>xxxx</del>				

Issued 06/01/2000

Do Not Tape or Staple

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