

09-17-1998

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09/17/98
614
TO



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original document or copy thereof.
address of Party(ies) receiving an interest:

Honorable Commissioner of Patent
and Trademark Office
Department of Commerce
Washington, D.C. 20530

Pier 1 Holdings, Inc.
Wilmington, Delaware

Pier 1 Imports Holdings, Inc.
301 Commerce, Suite 600
Fort Worth, Texas 76102

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other

Individual Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other
 Citizenship

MRD 9-9-98

3. Interest Conveyed:

Assignment Change of Name
 Security Agreement Merger
 Other

If not domiciled in the United States, a domestic
representative designation is attached:
 Yes
 No

Effective Date: June 16, 1987

4. Application number(s) or registration number(s). Additional sheet attached?

Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
948,076
1,104,059

5. Name and address of party to whom correspondence concerning
document should be mailed:

Name: Anna Conyers Kuhn, Esq.
Internal Address: Baker & Botts, L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip: 75201-2980

6. Number of applications and registrations involved: 2

7. Amount of fee enclosed or authorized to be charged: \$65.00

8. Deposit account number (Attach duplicate copy of this form
if paying by deposit account):
N/A

09/15/1998 JSHRBAZZ 00000091 948076

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01 FC:481 40.00 DP
02 FT:482 25.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anna Conyers Kuhn
Name of Person Signing

Anna Conyers Kuhn
Signature

9-8-98
Date

Total number of pages including cover sheet 4

OMB No. 0651-0011 (exp.4/94)

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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF PIER 1 HOLDINGS, INC. FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JUNE, A.D. 1987, AT 9 O'CLOCK A.M.

! ! ! ! ! ! ! ! !



877167884

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11279632
DATE: 86/17/1987

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PIER 1 HOLDINGS, INC.**

Pier 1 Holdings, Inc., a corporation organized and existing under, and by virtue of, the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That by Unanimous Written Consent of the Board of Directors of Pier 1 Holdings, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and submitting the amendment to the stockholders entitled to vote thereon for adoption by written consent. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1." so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is Pier 1 Imports Holdings, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the written consent of the stockholders entitled to vote thereon was obtained in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Pier 1 Holdings, Inc. has caused this Certificate to be signed by its President, and attested to by its Secretary, this 2 day of ~~April~~^{June}, 1987.

By: [Signature]
Clark A. Johnson, President

Attest: [Signature]
J. Rodney Lawrence, Secretary

THE STATE OF TEXAS
COUNTY OF TARRANT

Before me, the undersigned, a Notary Public, on this day personally appeared Clark A. Johnson, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Pier 1 Holdings, Inc., a corporation, and that he has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated, and that the facts stated therein are true.

Given under my hand and seal of office, this 2nd day of ~~April~~^{June}, 1987.

(Notarial Seal)

[Signature]
Notary Public, State of Texas
JANET V. HOLBROOK, Notary Public
In and for the State of Texas
My Commission Expires 2/28/88

Printed name of Notary Public

My Commission Expires: _____

(1460D-1)