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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 630640 86901X
AUTHORIZATION :
COST LIMIT : 9 PPD

ORDER DATE : July 5, 1995

ORDER TIME : 9:52 AM

ORDER NO. : 630648

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*****70.00 *****70.00

CUSTOMER NO: 86901X

CUSTOMER: Ms. Debbie Vincent
Prentice Hall Legal &
600 Travis
Suite 1800
Houston, TX 77002

FOREIGN FILINGS

NAME: GARDEN RIDGE, INC.

XX PROFIT CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

Vertical stamp and handwritten initials 'mtu' on the right side of the page.

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Garden Ridge, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. State of Texas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 2, 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 19411 Atrium Place, Suite 170
Houston, Texas 77084
(Current mailing address)

8. Any and all lawful business for which corporations may be incorporated under
the Texas Business Corporation Act
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Dobra L. Vincent
(Registered agent's signature) **Dobra L. Vincent**
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Armand Shapiro

Address: 19411 Atrium Place, Suite 170
Houston, Texas 77084

Vice Chairman: _____

Address: _____

Director: Jack E. Lewis

Address: 19411 Atrium Place, Suite 170
Houston, Texas 77084

Director: Jane L. Arbuthnot

Address: 19411 Atrium Place, Suite 170
Houston, Texas 77084

B. OFFICERS

President: Jack E. Lewis

Address: 19411 Atrium Place, Suite 170
Houston, Texas 77084

Vice President: Jane L. Arbuthnot

Address: 19411 Atrium Place, Suite 170
Houston, Texas 77084

Secretary: Jane L. Arbuthnot

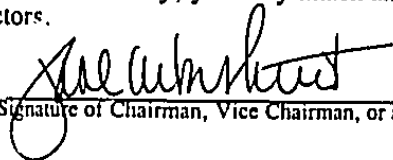
Address: 19411 Atrium Place, Suite 170
Houston, Texas 77084

Treasurer: Jane L. Arbuthnot

Address: 19411 Atrium Place, Suite 170
Houston, Texas 77084

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Jane L. Arbuthnot, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

ADDENDUM TO ITEM 12

12. Names and addresses of officers and/or directors:

B. OFFICERS

Chief Executive Officer: Armand Shapiro
Address: 19411 Atrium Place, Suite 170
Houston, Texas 77084

Chief Operating Officer: Jack E. Lewis
Address: 19411 Atrium Place, Suite 170
Houston, Texas 77084

Chief Financial Officer: Jane L. Arbuthnot
Address: 19411 Atrium Place, Suite 170
Houston, Texas 77084



The State of Texas

SECRETARY OF STATE

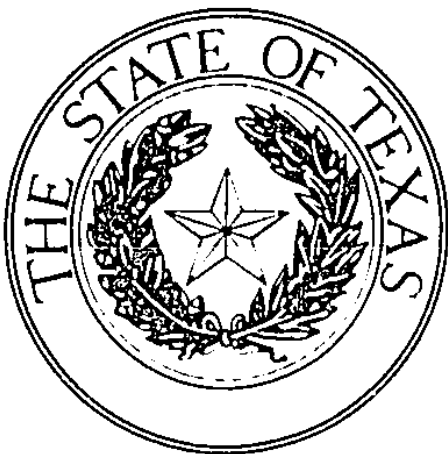
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

GARDEN RIDGE, INC.

were filed in this office and a certificate of incorporation was issued on

JULY 2, 1992;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 30, 1995.*

Antonio O. Garza, Jr.
Secretary of State

CEB

Document Number Only
F9500003214

CF CORPORATION SYSTEM
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, Fl. 32301 222-1092
 City State Zip Phone
 CORPORATION(S) NAME

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Garden Ridge, Tac

SECRETARY OF REVENUE
 TALLAHASSEE, FLORIDA
 85 DEC - 8 PM 2:05

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other
- Change of R.A.
- Lic. Name
- CUS
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/8/85
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PLEASE RETURN EXTRA COPIES
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8/2/81
 Withdrawal

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

GARDEN RIDGE, INC.
(Name of Corporation)

Texas
(Incorporated Under Laws Of)

95 DEC - 8 PM 2: 05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

19411 Atrium Place, Suite 170
(Mailing Address).

Austin, Texas 77084
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Jane Arbuthnot
Signature

11/29/95
Date

Jane Arbuthnot

Typed or printed name

Secretary

Title