

C. ELAINE HERNANDEZ
VICE PRESIDENT AND ASSISTANT GENERAL COUNSEL

id # 91008
Michaels
THE ARTS AND CRAFTS STORE®

March 14, 2007

State of Rhode Island and Providence Plantations
Office of the Secretary of State
Corporations Divisions
148 W. River Street
Providence, RI 02904-2615

FILED

MAR 19 2007

Re: Michaels Stores, Inc. – Corporation ID # 91008
Notice of Change in Authorized Shares

By AOH
220304

Ladies and Gentlemen::

Michaels Stores, Inc. hereby notifies the Secretary of State of the State of Rhode Island of the following:

1. In connection with our recent merger transaction effective October 31, 2006, we decreased the total number of our authorized shares to 75,000,000 shares of Common Stock, \$0.10 par value per share, and eliminated our Preferred Stock.
2. On January 22, 2007, we declared a stock dividend effected in the form of a stock split. In connection with the stock split, we increased the total number of our authorized shares of our Common Stock to 220,000,000.

Enclosed please find a copy of our Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on January 22, 2007. Also enclosed is a check in the amount of \$10.00 in payment of the required filing fee. As required, we mailed our 2007 Annual Report to your office on January 30, 2007.

Please file-stamp and return to us the enclosed copy of this letter together with a receipt for the filing fee in the enclosed self-addressed, postage-paid envelope provided for your convenience. Should you have any questions, please do not hesitate to contact me.

Regards


C. Elaine Hernandez