

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT
CORPORATION
ANNUAL REPORT

1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000005819

1. Corporation Name

KIRKLAND'S OF INDIAN RIVER MALL, VERO BEACH, FL,
INC.

Principal Place of Business

805 NORTH PARKWAY
JACKSON TN 38305

Mailing Address

805 NORTH PARKWAY
JACKSON TN 38305

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

11/07/1996

4. FEI Number

65-0696007

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation owes the current year
Intangible Personal Property.

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD
NAME KIRKLAND, CARL
STREET ADDRESS 805 NORTH PARKWAY
CITY-ST-ZIP JACKSON TN 38305

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

Change Addition

TITLE VSTD
NAME ALDERSON, ROBERT
STREET ADDRESS 805 NORTH PARKWAY
CITY-ST-ZIP JACKSON TN 38305

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

Change Addition

TITLE D
NAME ORR, R W III
STREET ADDRESS 845 CROSSOVER LANE SUITE 140
CITY-ST-ZIP MEMPHIS TN 38117

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

Change Addition

TITLE D
NAME MUSSAFER, DAVID
STREET ADDRESS 101 FEDERAL STREET
CITY-ST-ZIP BOSTON MA 02110

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

Change Addition

TITLE D
NAME OSWALD, JOHN P
STREET ADDRESS 575 5TH AVE 40TH FLOOR
CITY-ST-ZIP NEW YORK NY 10017

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Loisell R. Harris Secretary

7-21-99

901-668-2444

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0119032

CR2E034 (5/99)

FILED
Aug 04, 1999 8:00 am
Secretary of State

08-04-1999 90011 014 ***550.00

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600841-90011-14
F96000005819

KIRKLAND'S, INC.

805 N. PARKWAY
P.O. BOX 7222
JACKSON, TENNESSEE 38308-7222
(901) 668-2444

FAX:

ADMIN/LEASING (901) 664-9345
PURCHASING (901) 668-5071
ACCTS. PAYABLE (901) 664-4480
SALES AUDIT
INVENTORY CONTROL

OFFICERS:

Chairman/CEO:

Carl Kirkland
805 North Parkway
Jackson, TN 38305

President/COO:

Robert Alderson
805 North Parkway
Jackson, TN 38305

Chief Financial Officer:

Reynolds Faulkner
805 North Parkway
Jackson, TN 38305

Asst. Vice President/Secretary:

Lowell Pugh
805 North Parkway
Jackson, TN 38305

Treasurer:

Connie Scoggins
805 North Parkway
Jackson, TN 38305

DIRECTORS:

ALDERSON, ROBERT
Kirkland's, Inc.
805 North Parkway
Jackson, TN 38305

MCGRATH, ALEXANDER
Capital Resource Partners
85 Merrimac Street, Suite 200
Boston, MA 02114

KIRKLAND, CARL
Kirkland's, Inc.
805 North Parkway
Jackson, TN 38305

MUSSAFER, DAVID
Advent International Corporation
101 Federal Street
Boston, MA 02110

ORR, R. WILSON, III
SSM Corporation
845 Crossover Lane, Suite 140
Memphis, TN 38117

OSWALD, JOHN P.
CT Capital International, Inc.
575 5th Ave., 40th Floor
New York, NY 10017

FAULKER, REYNOLDS C.
Kirkland's, Inc.
805 North Parkway
Jackson, TN 38305