UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue FOR PICKUP BY Tallahassee, FL 32301 (850) 681-6528 **UCC SERVICES** OFFICE USE ONLY (Document #)

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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known): Kirklands of Southgate Plaza, Sansota, Fredne. Certified Copy Pick Up Time Walk In /画 Out Certificate of Status Certificate of Good Standing RUSH ARTICLES ONLY ALL CHARTER DOCS AMENDMENTS NEW FILINGS Amendment Profit Resignation of R.A. Officer/Director NonProfit Certificate of FICTITIOUS NAME Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication FICTITIOUS NAME SEARCH Merger Other CORP SEARCH REGISTRATION/QUALIFICATION SOTHER FILINGS Foreign Annual Report Limited Partnership Fictitious Name Reinstatement Name Reservation Trademark Other

Ordered By:

Date:

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.

Tebruary 2, 1999 5. perpetual	Tennes State or country t	see inder the law of which	it is incorporated)	_ 3	65-0892014 (FEI num	ber, if app	licable)		
Upon qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, E.S.) 805 N. Parkway Jackson, Tennessee 38305 (Current mailing address) retail home accessories and gifts store (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: NRAI Services, Inc. 526 East Park Ave. Tallahassee , Florida, 32301 (Zip code) 0. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designate in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to compatible the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the appointment as registered agent and agree to go my duties, and I am familiar with and accept service of process for the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept service of process for the proper and complete performance of my duties, and I am familiar with and accept service of process for the appointment of the proper and complete performance of my duties, and I am familiar with and accept service of process for the appointment of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept service of process for the appointment of the proper and complete performance of my duties, and I am familiar with and accept service of process for the appointment of the proper and complete performance of my duties, and I am familiar with and accept service of process for the appointment of the proper and complete performance of my duties, and I am familiar with and accept service of process for the appointment of the proper and complete performance of my duties,	•			·	erpetual	<u> </u>			
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which it is incorporated.

A. DIRECTORS	S (Street address only - P.O. Box NOT acceptable)	-		
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Vice Chairman:		=		
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Director:			-	
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Treasurer:			 	
			 	
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NOTE: If no	ncessary, you may attach an addendum to the application listing additional officers and ND'S OF SOUTHGATE PLAZA, SARASOTA, FL, INC.	_		
13	(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the	application	1)	
Lowe	11 Pugh, Secretary	Den Prof		
14	(Typed or printed name and capacity of person signing applicat	ion)		

OFFICERS AND DIRECTORS

Chairman

Carl Kirkland

805 No. Parkway

Jackson, Tennessee 38305

President

Robert Alderson

805 No. Parkway

Jackson, Tennessee 38305

Asst. Vice President/Secretary

Lowell Pugh

805 No. Parkway

Jackson, Tennessee 38305

Treasurer

Connie Scoggins

805 No. Parkway

Jackson, Tennessee 38305

DIRECTORS

ALDERSON, ROBERT

Kirkland's, Inc. 805 N. Parkway

Jackson, TN 38305

FAULKNER, REYNOLDS C.

The Robinson-Humphrey Company, Inc.

3333 Peachtree Road, NE

Atlanta, GA 30326

KIRKLAND, CARL

Kirkland's, Inc. 805 N. Parkway

Jackson, TN 38305

MCGRATH, ALEXANDER (SANDY)

Capital Resource Partners 85 Merrimac Street, Suite 200

Boston, MA 02114

ORR, R. WILSON, III

SSM Corporation

845 Crossover Lane, Suite 140

Memphis, TN 38117

MUSSAFER, DAVID

Advent International Corporation

101 Federal Street

Boston, MA 02110

OSWALD, JOHN P.

CT Capital International, Inc. 575 5th Ave., 40th Floor

New York, NY 10017

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 02/19/1999
REQUEST NUMBER: 99050133
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/02/1999 STATUS: ACTIVE CORPORATE EXPIRATION DATE: PERPETUAL CONTROL NUMBER: 0365149 JURISDICTION: TENNESSEE

TO: BAKER DONELSON BEARMAN & CALLDWELL CAROLINE JONES 511 UNION STREET NASHVILLE, TN 37219

REQUESTED BY:
BAKER DONELSON BEARMAN & CALLDWELL
CAROLINE JONES
511 UNION STREET
NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT "KIRKLAND'S OF SOUTHGATE PLAZA, SARASOTA, FL, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

SECRETARY OF STATE DIVISION OF COUNTRY IN 12

FOR: REQUEST FOR CERTIFICATE

BAKER DONELSON BEARMAN ETC (MEMPHIS) 2000 1ST TENNESSEE BUILDING ON DATE: 02/19/99

FEES

RECEIVED:

\$100.00

\$0.00

TOTAL PAYMENT RECEIVED:

\$100.00

RECEIPT NUMBER: 00002437277 ACCOUNT NUMBER: 00208388



MEMPHIS, TN 38103-0000

V
RILEY C. DARNELL
SECRETARY OF STATE

SS-4458