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Tallahassee, FL 32301
(850) 681-6528

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723827

700002794247--6

-03/04/99-01043-017

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

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Kirklands of Southgate Plaza, Sarasota, FL Inc.

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

RUSH

☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

7/3/4

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|-------------------------------------|---------------------|
| <input checked="" type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Ordered By: _____

Date: _____

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

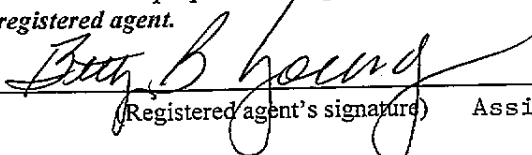
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Kirkland's of Southgate Plaza, Sarasota, FL, 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. Tennessee 3. 65-0892014
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 2, 1999 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. 805 N. Parkway
Jackson, Tennessee 38305
(Current mailing address)
8. retail home accessories and gifts store
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: NRAI Services, Inc.
- Office Address: 526 East Park Ave.
Tallahassee, Florida, 32301
(Zip code)

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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.


(Registered agent's signature) 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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Schedule attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Schedule attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

KIRKLAND'S OF SOUTHGATE PLAZA, SARASOTA, FL, INC.

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

14. Lowell Pugh, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS AND DIRECTORS

OFFICERS:

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

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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

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 02/19/99

FROM:
BAKER DONELSON BEARMAN ETC (MEMPHIS)
2000 1ST TENNESSEE
BUILDING
MEMPHIS, TN 38103-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00002437277
ACCOUNT NUMBER: 00208388



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE