

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).

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

08-04-1999 90012 001 ***550.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P24609 ✓
1. Corporation Name
THE BRIAR PATCH MANAGEMENT CORP.

Principal Place of Business
1910 WELLS RD
STE B25. ORANGE PARK MALL
ORANGE PARK FL 32073
US

Mailing Address
2280 EAST VICTORY DRIVE
#C-14
SAVANNAH GA 31404-3957
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/05/1989	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 58-1036352	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property. <input type="checkbox"/> Yes <input type="checkbox"/> 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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable.

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CB	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUCHMAN, JAMES J.	1.2 NAME	
STREET ADDRESS	324 BRADLEY PT RD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAVANNAH GA	1.4 CITY-ST-ZIP	
TITLE	SD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUCHMAN, MARI T.	2.2 NAME	
STREET ADDRESS	324 BRADLEY PT RD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAVANNAH GA	2.4 CITY-ST-ZIP	
TITLE	PAS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HERBERT, BRIAN J	3.2 NAME	
STREET ADDRESS	13 JOSHUA'S RETREAT	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAVANNAH GA	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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: Lowell Payne 7-21-99 901-668-2444
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (5/99)

0111024

800818-910012-1
P24609

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