

F99000000795

CORPORATE ACCESS, INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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For. qual.

mtu 2/10

1.) Kirkland's of Citrus Park Town Center, Tampa, FL, Inc. (CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

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w99-3327

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world" CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 10, 1999

CORPORATE ACCESS, INC.

SUBJECT: KIRKLAND'S OF CITRUS PARK TOWN CENTER TAMPA FL, INC.  
Ref. Number: W99000003327

We have received your document for KIRKLAND'S OF CITRUS PARK TOWN CENTER TAMPA FL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 999A00005909

*Corrected  
Thanks  
Gilda*

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**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 Citrus Park Town Center, Tampa, 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. applied for  
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/09/99 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 North Parkway  
Jackson, TN 38305  
 (Current mailing address)

8. retail home furnishings and gift 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 Avenue

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.*

Ed Hand VP  
 (Registered agent's signature)

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 Citrus Park Town Center, Tampa, FL, Inc.

13. BY: Lowell Pugh, Sec'y  
(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: 02/05/1999  
REQUEST NUMBER: 99036061  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 01/08/1999  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0363772  
JURISDICTION: TENNESSEE

TO:  
BAKER DONELSON BEARMAN & CALDWELL  
511 UNION STREET  
SUITE 1700  
NASHVILLE, TN 37219

REQUESTED BY:  
BAKER DONELSON BEARMAN & CALDWELL  
511 UNION STREET  
SUITE 1700  
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 CITRUS PARK TOWN CENTER, TAMPA, 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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DIVISION OF CORPORATIONS

FOR: REQUEST FOR CERTIFICATE

ON DATE: 02/05/99

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

RECEIVED: FEES \$20.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002430001  
ACCOUNT NUMBER: 00208388



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE