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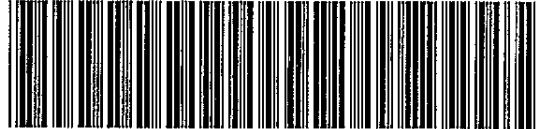
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J. BRYAN JAN 7 2003

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Handleman-Müller Investments, LLC

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Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name

Date

Time

Walk-In \_\_\_\_\_

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Art of Inc. File \_\_\_\_\_

LLLP

☒ Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

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Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HANDLEMAN-MÜLLER INVESTMENTS LLLP  
A Florida Limited Liability Limited Partnership**

The undersigned makes the following declaration of information for the purpose of forming Handleman-Müller Investments LLLP under the Florida Revised Uniform Partnership Act:

1. Name. The name of this partnership is Handleman-Müller Investments LLLP (the "Partnership").
2. Business. The purpose of the Partnership's business is to own, acquire, sell, manage and lease investment property of any type, kind or description, including marketable securities and real estate, and to do all other things necessary, proper, convenient or advisable in connection therewith.
3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is Bank One, N.A., 3399 PGA Blvd, Suite 100, Palm Beach Gardens, Florida 33410 at which place the records shall be maintained.
4. Registered Agent. The name and address of the registered agent for service for the Partnership is Gary Gomoll, located at Bank One, N.A., 3399 PGA Blvd, Suite 100, Palm Beach Gardens, Florida 33410.
5. The General Partner. The name and business address of the General Partner is HMI LLC, located at Bank One, N.A., 3399 PGA Blvd, Suite 100, Palm Beach Gardens, Florida 33410.
6. Mailing Address. The mailing address of the Partnership is Bank One, N.A., 3399 PGA Blvd, Suite 100, Palm Beach Gardens, Florida 33410.
7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on the 50th

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anniversary of the date of the Agreement of Handleman-Müller Investments LLLP, unless terminated or dissolved earlier or extended by written agreement of all of the Partners.

8. Affidavit of the Amount of Capital Contributions. The amount of capital contributions of each limited partner and the amount of capital contributions anticipated by the limited partners is described in the Affidavit attached as Schedule A.

9. Intent on Qualifying Partnership as a Limited Liability Limited Partnership. Pursuant to Section 620.187, Florida Statutes, the Partners intend to qualify the Partnership as a Limited Liability Limited Partnership by filing a Statement of Qualification with the Department of State. The Statement of Qualification shall be filed simultaneously with the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 31<sup>st</sup> day of December, 2002.

**GENERAL PARTNER:**

**BANK ONE, N.A., as Trustee of the  
Joseph Handleman Revocable Trust under  
Amended and Restated Agreement dated  
October 31, 2001, as amended**

By: Gary Abayre Gomoll  
Name: Gary Gomoll, Vice President

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent for the above-referenced partnership at the above-designated Registered Office, the undersigned hereby accepts the appointment, and agrees to comply with the provisions of Chapter 620 et seq., Florida Statutes, as amended from time to time, concerning the obligations of registered agents.

Executed this 31<sup>st</sup> day of December, 2002.

Gary Abayre Gomoll  
Gary Gomoll, Registered Agent

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**SCHEDULE A**

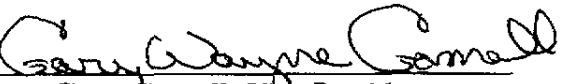
**HANDLEMAN-MÜLLER INVESTMENTS LLLP  
AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS BY THE  
LIMITED PARTNERS, AND ANY AMOUNT ANTICIPATED TO BE  
CONTRIBUTED BY THE LIMITED PARTNERS**

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date by the Limited Partners is \$-0-.
2. The amount anticipated to be contributed by the Limited Partners at this time totals

\$24,000,000.

**BANK ONE, N.A., as Trustee of the  
Joseph Handleman Revocable Trust under  
Amended and Restated Agreement dated  
October 31, 2001, as amended**

By:   
Name: Gary Gomoll, Vice President