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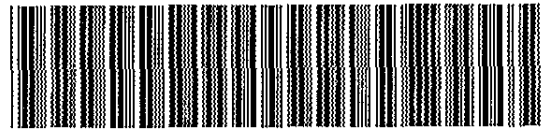
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CAPITAL CONNECTION, INC.

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

Handleman Investments LLP

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Walk-In _____ Will Pick Up _____

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- ~~ICC~~ Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
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- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ 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 _____
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- _____ UCC 11 Retrieval _____
- _____ Courier _____



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 7, 2003

CAPITAL CONNECTION, INC.

SUBJECT: HANDLEMAN INVESTMENTS LLLP
Ref. Number: W03000000484

We have received your document for HANDLEMAN INVESTMENTS LLLP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 203A00000788

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

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03 JAN -7 PM 4:13

FILED IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

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

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

1. Name. The name of this partnership is Handleman 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 HLI LLC, located at Bank One, N.A., 3399 PGA Blvd, Suite 100, Palm Beach Gardens, Florida 33410. *LO3-302*
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

anniversary of the date of the Agreement of Handleman-Sadoff 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 31st 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: 
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 31st day of December, 2002.


Gary Gomoll, Registered Agent

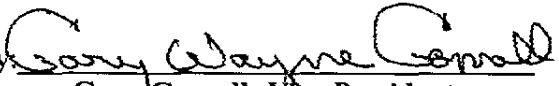
SCHEDULE A

**HANDLEMAN 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