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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Handleman Services Company

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01-2-08

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. Handleman Services Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Michigan 3. 38-3597942
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/28/2007 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 11/30/2007
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 500 Kirts Blvd, Troy, MI 48084
(Principal office address)

same
(Current mailing address)

8. Distribution Services
(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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.

C T Corporation System

By: Claudia J. Sorani
(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 business addresses of officers and/or directors:

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A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Albert A Koch

Address: 500 Kirts Blvd

Troy, MI 48084

Director: Thomas C Braum Jr

Address: 500 Kirts Blvd

Troy, MI 48084

B. OFFICERS SEE ATTACHMENT

President: Thomas Schmid

Address: 500 Kirts Blvd

Troy, MI 48084

Vice President: Ronnie W Lund

Address: 500 Kirts Blvd

Troy, MI 48084


Secretary: Kenneth P. Kartje

Address: 500 Kirts Blvd, Troy, MI 48084

Treasurer: _____

Address: _____

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

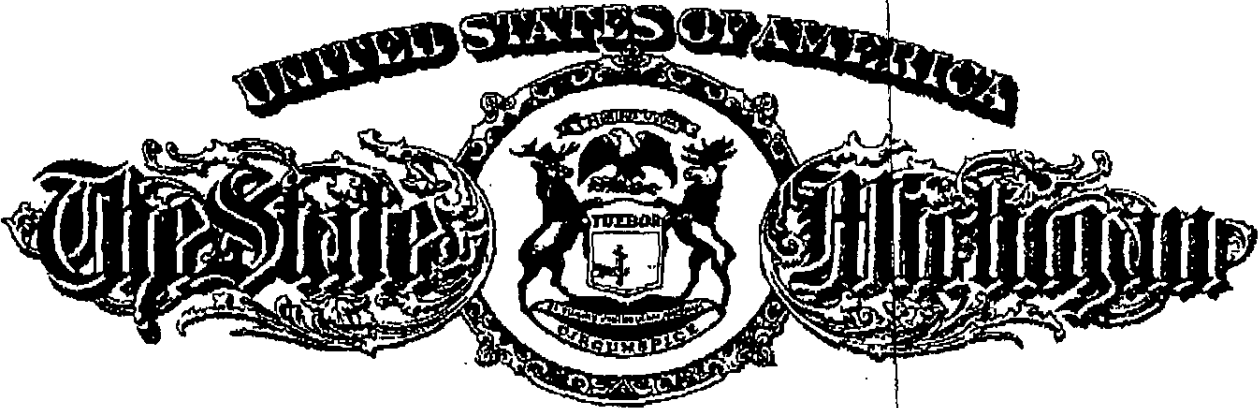
13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Kenneth P. Kartje Secretary
(Typed or printed name and capacity of person signing application)

**Attachment to Florida
Officers & Directors**

- | | | |
|---|-------------------|------------------------|
| 1 | Full Name: | Thomas C Braum Jr |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Executive V.P. and CFO |
| | Director's Title: | Other Director |
| | Business Address: | 500 Kirts Blvd |
| | City: | Troy |
| | State: | MI |
| | ZIP Code: | 48084 |
| 2 | Full Name: | Gregory Mize |
| | Officer/Director: | Officer |
| | Officer's Title: | V.P. and Treasurer |
| | Director's Title: | |
| | Business Address: | 500 Kirts Blvd |
| | City: | Troy |
| | State: | MI |
| | ZIP Code: | 48084 |
| 3 | Full Name: | Thomas Schmid |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President |
| | Director's Title: | Other Director |
| | Business Address: | 500 Kirts Blvd |
| | City: | Troy |
| | State: | MI |
| | ZIP Code: | 48084 |

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Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify That

HANDLEMAN SERVICES COMPANY

a Michigan profit corporation was validly incorporated on November 28, 2007, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 26th day of December, 2007.

Director

Bureau of Commercial Services

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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