

CT CORPORATION SYSTEM

CORPORATION(S) NAME

M010000001544

Handleman Entertainment Resources L.L.C.

APPROVED
AND
FILED

01 JUL 11 PM 2:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 JUL 11 PM 12:21
DIVISION OF CORPORATION

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

7/11/01

Order#: 4509500

Ref#:

600004469566--0

-07/11/01--01060--012

Amount: \$ ****125.00 ****125.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Handleman Entertainment Resources L.L.C.
(Name of foreign limited liability company)
2. Michigan 3. 38 3597942
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)
4. 04/24/2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 500 Kirts Boulevard, Troy, MI 48084-4142

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐
9. The usual business addresses of the managing members or managers are as follows:

Handlemen Distribution Company 500 Kirts Blvd. Troy MI 48084
Handleman Company 500 Kirts Blvd Troy MI 48084

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Operation of warehousing and distribution business.

Thomas C Braum Jr
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Thomas C. Braum, Jr. VICE PRES / CORP. CONTROLLER OF HANDLEMAN

Typed or printed name of signer
DISTRIBUTION COMPANY, MEMBER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Handleman Entertainment Resources L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

C T Corporation System

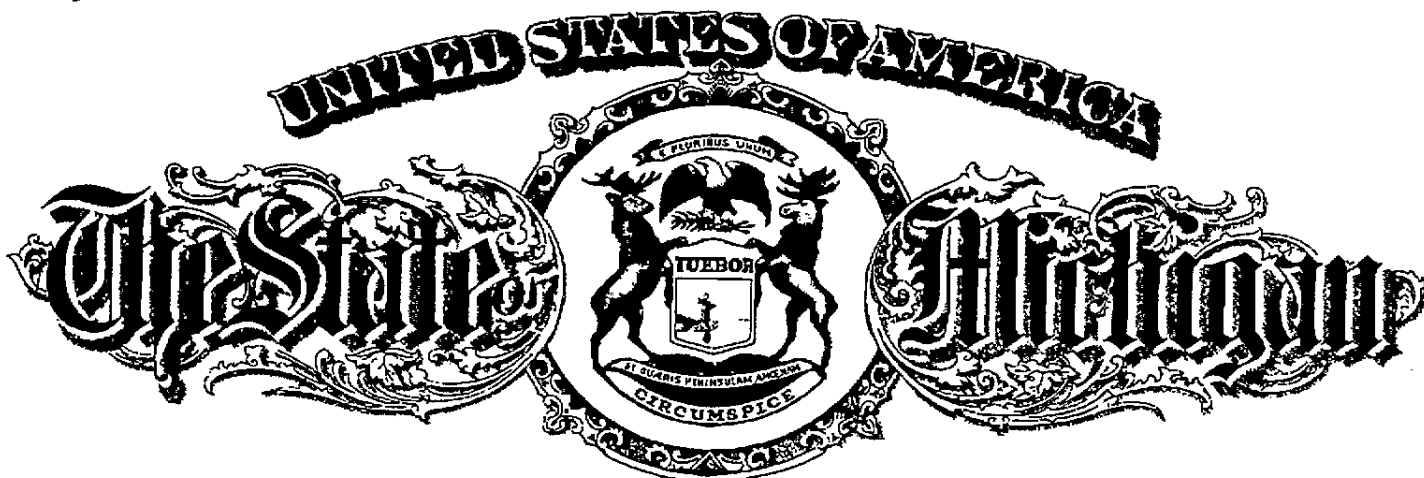
By

Claudia L. Saari

(Signature)

Claudia L. Saari
Asst. Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

HANDLEMAN ENTERTAINMENT RESOURCES L.L.C.

a Michigan limited liability company, was formed on April 24, 2001.

I FURTHER CERTIFY that a Certificate of Dissolution has not been filed and the Articles of Organization are in full force and effect as of this date.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 6th day of July, 2001

Andrew S. Mitchell, Director

Bureau of Commercial Services