

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Handleman Services Company
2. It is incorporated under the laws of Michigan
3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is 11/28/2007 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is _____

500 Kirts Blvd, Troy, Michigan, 48084

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street

(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Distribution Services

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Albert A Koch</u>	<u>500 Kirts Blvd, Troy, MI 48084</u>
Director	<u>Thomas C Braum Jr</u>	<u>500 Kirts Blvd, Troy, MI 48084</u>
Director	<u>Thomas Schmid</u>	<u>500 Kirts Blvd, Troy, MI 48084</u>
Director	_____	_____

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated). **SEE ATTACHMENT**

	<u>Name</u>	<u>Address</u>
President	Thomas Schmid	500 Kirts Blvd, Troy, MI 48084
Vice President	Ronnie W Lund	500 Kirts Blvd, Troy, MI 48084
Treasurer		
Secretary	Kenneth P. Kartje	500 Kirts Blvd, Troy, MI 48084

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
60,000	Common		1.0000

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 0.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

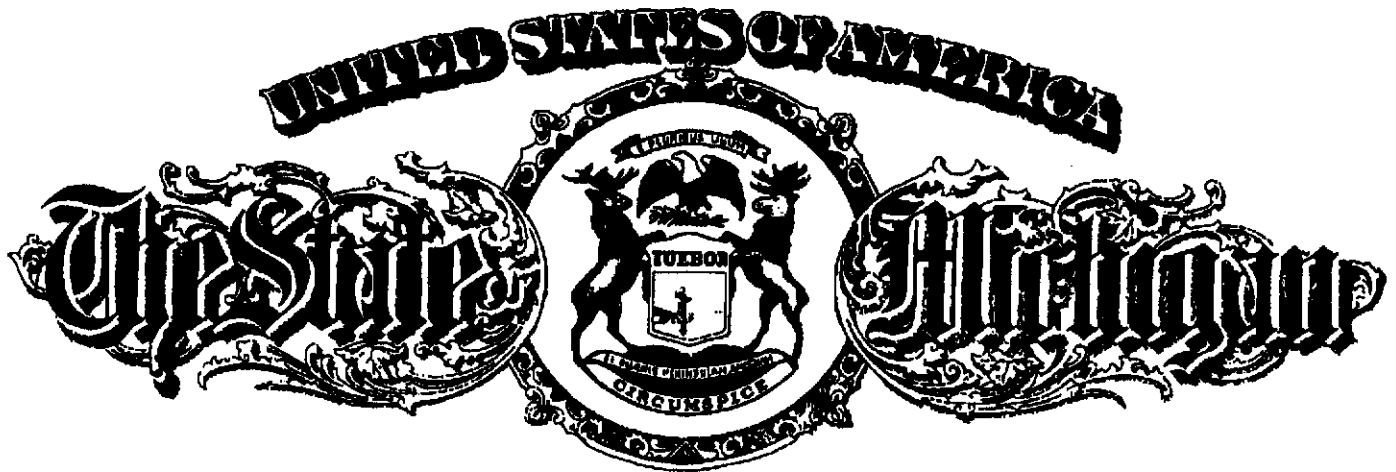
Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 1/3/06

Kenneth P. Kartje
Signature of Authorized Officer of the Corporation
Kenneth P. Kartje
Type or Print Name of Authorized Officer

**Attachment to Rhode Island
Officers & Directors**

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



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



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

