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FILED
May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 844187 (5)

1. Corporation Name
HANDLEMAN COMPANY

Principal Place of Business: **500 KIRTS BLVD TROY MI 48064**
 Mailing Address: **500 KIRTS BLVD TROY MI 48064**



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **09/20/1979**

4. FEI Number: **38-1242806** Applied For: Not Applicable:

5. Certificate of Status Desired: **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-28) fields with sub-fields for Suite, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: **CT CORPORATION SYSTEM, 1200 S. PINE ISLAND ROAD, PLANTATION FL 33324**

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, State (FL), and Zip Code.

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRAUM, THOMAS C. (JR)	1.2 NAME	
STREET ADDRESS	500 KIRTS BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	TROY MI	1.4 CITY-ST-ZIP	
TITLE	COB	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HANDLEMAN, DAVID	2.2 NAME	
STREET ADDRESS	500 KIRTS BLVD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	TROY MI	2.4 CITY-ST-ZIP	
TITLE	AST	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KARTJE, KENNETH P.	3.2 NAME	
STREET ADDRESS	500 KIRTS BLVD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	TROY MI	3.4 CITY-ST-ZIP	
TITLE	VPCS	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORRIS, RICHARD J	4.2 NAME	Brans, Leonard A.
STREET ADDRESS	500 KIRTS BLVD.	4.3 STREET ADDRESS	500 Kirts Blvd.
CITY-ST-ZIP	TROY MI	4.4 CITY-ST-ZIP	Troy, MI 48064
TITLE	PD	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STROME, STEPHEN	5.2 NAME	
STREET ADDRESS	500 KIRTS BLVD.	5.3 STREET ADDRESS	
CITY-ST-ZIP	TROY MI	5.4 CITY-ST-ZIP	
TITLE	VT	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OVIATT, TOM C	6.2 NAME	
STREET ADDRESS	500 KIRST BLVD	6.3 STREET ADDRESS	
CITY-ST-ZIP	TROY MI	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Thomas C. Braum* 11/22/98 (214) 212-4100

CFR2034 (10/97)