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Apr 22, 1999 8:00 am
Secretary of State

04-22-1999 90157 024 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 844187
 1. Corporation Name
HANDLEMAN COMPANY

Principal Place of Business 500 KIRTS BLVD TROY MI 48064	Mailing Address 500 KIRTS BLVD TROY MI 48064
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified 09/20/1979	
4. FEI Number 38-1242806	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code
	FL

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input type="checkbox"/> DELETE	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 <input type="checkbox"/> DELETE	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 <input type="checkbox"/> DELETE	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	VPFS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRAMS, LEONARD A	4.2 NAME	
STREET ADDRESS	500 KIRTS BLVD.	4.3 STREET ADDRESS	
CITY-ST-ZIP	TROY MI 48084	4.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	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 <input checked="" type="checkbox"/> DELETE	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, with all other like empowered.

SIGNATURE: *Signature Required* 3/30/99 (248)362-4400
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

844187

389749-90197-24

HANDLEMAN COMPANY
LIST OF BOARD OF DIRECTORS

NAME	TITLE	BUSINESS ADDRESS
DAVID HANDLEMAN	CHAIRMAN	500 KIRTS BLVD, TROY, MI 48084
STEPHEN STROME	DIRECTOR	500 KIRTS BLVD, TROY, MI 48084
JOHN M. BARTH	DIRECTOR	500 KIRTS BLVD, TROY, MI 48084
RICHARD H. CUMMINGS	DIRECTOR	500 KIRTS BLVD, TROY, MI 48084
JAMES B. NICHOLSON	DIRECTOR	500 KIRTS BLVD, TROY, MI 48084
LOYD E. REUSS	DIRECTOR	500 KIRTS BLVD, TROY, MI 48084
ALAN E. SCHWARTZ	DIRECTOR	500 KIRTS BLVD, TROY, MI 48084
GILBERT R. WHITAKER, JR.	DIRECTOR	500 KIRTS BLVD, TROY, MI 48084

HANDLEMAN COMPANY
LIST OF OFFICERS

844187-
389749-90157-24

NAME	TITLE	BUSINESS ADDRESS
STEPHEN STROME	PRESIDENT AND CEO	500 KIRTS BLVD, TROY, MI 48084
PETER CLINE	EXECUTIVE VP/ PRESIDENT H.E.R.	500 KIRTS BLVD, TROY, MI 48084
STEPHEN NADELBERG	SENIOR VP/ PRESIDENT OF NCE	500 KIRTS BLVD, TROY, MI 48084
LEONARD A. BRAMS	SENIOR VP FINANCE/CFO/SECRETARY	500 KIRTS BLVD, TROY, MI 48084
ARNOLD GROSS	SENIOR VP/PRESIDENT OF INTERNATIONAL	500 KIRTS BLVD, TROY, MI 48084
THOMAS C. BRAUM, JR.	VP/ CONTROLLER	500 KIRTS BLVD, TROY, MI 48084
WILLIAM STAPLETON	VP INFORMATION TECHNOLOGY/CIO	500 KIRTS BLVD, TROY, MI 48084
RODGER D. APPLE	VP HUMAN RESOURCES	500 KIRTS BLVD, TROY, MI 48084
KENNETH P. KARTJE	ASST. SECRETARY/ ASST. TREASURER	500 KIRTS BLVD, TROY, MI 48084