

FILED EFFECTIVE



**APPLICATION FOR
REGISTRATION OF FOREIGN
LIMITED LIABILITY COMPANY**

(Instructions on back of application)

05 AUG 30 PM 3: 39

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

REPS, L.L.C.

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

REPS-HCR, L.L.C.

3. The jurisdiction under whose laws the limited liability company is organized is: Michigan

and the date of its formation was: 05/25/2005

4. The name and address of the registered agent in Idaho is: CT Corporation System

300 North 6th Street, Boise, Idaho 83702

5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

500 KIRTS BLVD, TROY, MI 48084

6. The address of the limited liability company's principal office, if other than the address in #5 above, is:

500 KIRTS BLVD, TROY, MI 48084

7. The address to which correspondence should be addressed is:

500 KIRTS BLVD, TROY, MI 48084

8. Signature of a manager, if any, or a member if there are no managers.

Signature *Kenneth P. Kartje*
Kenneth P. Kartje, Manager of Handleman

Typed Name Entertainment Resources, L.L.C.

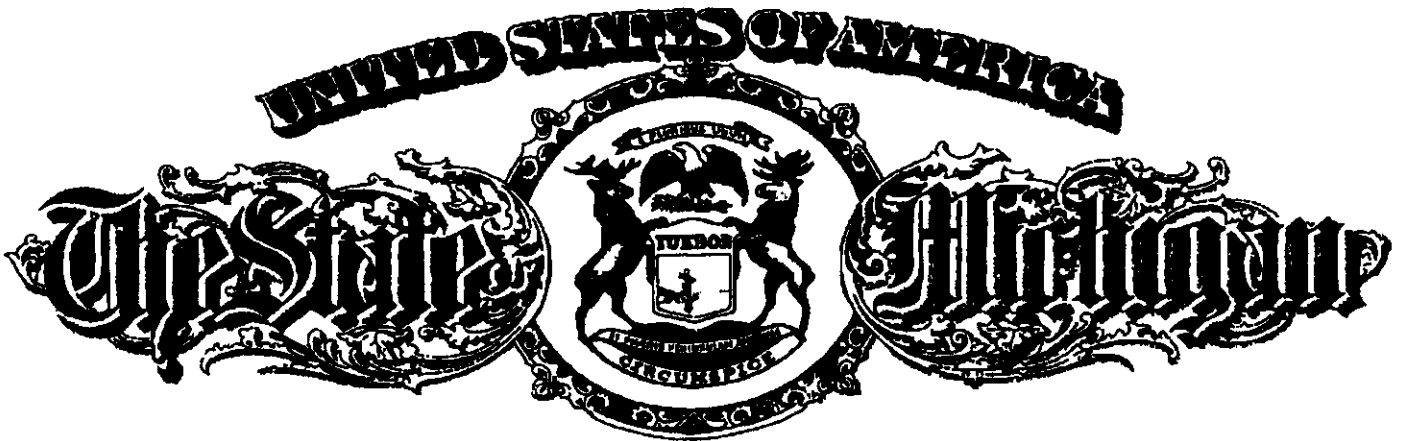
Manager Member

Secretary of State use only

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Revised 06/2002

IDAHO SECRETARY OF STATE
08/30/2005 05:00
CK: 7199 CT: 20168 BH: 989866
1 @ 100.00 = 100.00 REGFORGLLC # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

W42421



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify That

REPS, L.L.C.

was validly organized on May 25, 2005 as a Limited Liability Company. Said Limited Liability Company is validly in existence under the laws of this state and has satisfied its annual filing obligations.

This certificate is issued pursuant to the provisions of 1993 PA 23, as amended, to attest to the fact that the company is in good standing in Michigan 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.

*In testimony whereof, I have hereunto set my hand,
in the City of Lansing, this 26th day of August, 2005*

Andrew J. Mitchell
Bureau of Commercial Services

,Director