

F96000005743

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Guitar Center, Inc.

800001995218--5
-11/04/96--01042--020
*****70.00 *****70.00

- | | | |
|--|---|---|
| <input checked="" 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 type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | <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="radio"/> Walk In | | <input checked="" type="radio"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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

12/04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -5 AM 11:33

RECEIVED
96 NOV -4 PM 12:22
DIVISION OF CORPORATIONS
file 2

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Larry E. Thomas, do hereby certify that this Resolution of the Board of Directors of Guitar Center, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on October 28, 19 96.

Resolved, that Guitar Center, Inc. organized and existing in the State of Delaware, hereby adopts the name Guitar Center Management Company, Inc. for use in Florida.

Dated: October 30, 1996



Signature of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -5 AM 11:33

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Guitar Center, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. October 11, 1996
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 5155 Clareton Drive
Agoura Hills, California 91301
(Current mailing address)
8. Any lawful act or activity for which a corporation may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -5 AM 11:33

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

Connie Bryan
(Registered agent's signature) (Officer)

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached List.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Larry Thomas

Address: 5155 Clareton Drive
Agoura Hills, California 91301

Vice President: Marty Albertson

Address: 5155 Clareton Drive
Agoura Hills, California 91301

Secretary: Bruce Ross

Address: 5155 Clareton Drive
Agoura Hills, California 91301

Treasurer: Bruce Ross

Address: 5155 Clareton Drive

Agoura Hills, California 91301

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Bruce L. Ross*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bruce Ross - Secretary

(Typed or printed name and capacity of person signing application)

GUITAR CENTER, INC.

List of Directors

Larry Thomas	5155 Clareton Drive	Agoura Hills, CA	91301
Marty Albertson	5155 Clareton Drive	Agoura Hills, CA	91301
Raymond Scherr	5155 Clareton Drive	Agoura Hills, CA	91301
David Ferguson	840 Apollo Street/#223	El Segundo, CA	90245
Jeffrey Walker	380 Madison Avenue/12th Fl.	New York, NY	10071
Michael Lazarus	400 Sansome Street	San Francisco, CA	94111
Steven Burge	333 South Grand Avenue	Los Angeles, CA	90071

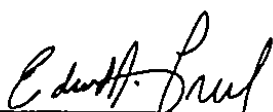
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GUITAR CENTER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -5 AM 11:33




Edward J. Freel, Secretary of State

2659725 8300

960317478

AUTHENTICATION:

DATE:

8172444

10-31-96