

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F96000005743 (7)
 1. Corporation Name
GUITAR CENTER MANAGEMENT COMPANY, INC.



Principal Place of Business: **5155 CLARETON DR AGOURA HILLS CA 91301**
 Mailing Address: **5155 CLARETON DR AGOURA HILLS CA 91301-4523**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		11/05/1996	
22		27		4. FEI Number	Applied For
Suite, Apt. #, etc.		Suite, Apt. #, etc.		APPLIED FOR 95-4600862	Not Applicable
23		28		5. Certificate of Status Desired	\$8.75 Additional Fee Required
City & State		City & State		<input checked="" type="checkbox"/>	
24		29		6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
Zip		Zip		<input type="checkbox"/>	
Country		Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	THOMAS, LARRY	1.2 NAME	
STREET ADDRESS	5155 CLARETON DR	1.3 STREET ADDRESS	
CITY-ST-ZIP	AGOURA HILLS CA 91301	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALBERTSON, MARTY	2.2 NAME	
STREET ADDRESS	5155 CLARETON DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	AGOURA HILLS CA 91301	2.4 CITY-ST-ZIP	
TITLE	ST	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSS, BRUCE	3.2 NAME	
STREET ADDRESS	5155 CLARETON DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	AGOURA HILLS CA 91301	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHERR, RAYMOND	4.2 NAME	
STREET ADDRESS	5155 CLARETON DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	AGOURA HILLS CA 91301	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FERGUSON, DAVID	5.2 NAME	
STREET ADDRESS	840 APOLLO ST #223	5.3 STREET ADDRESS	
CITY-ST-ZIP	EL SEGUNDO CA 90245	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALKER, JEFFREY	6.2 NAME	
STREET ADDRESS	390 MADISON AVE 12TH FLOOR	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10071	6.4 CITY-ST-ZIP	

14. I do 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: _____ DATE: 4-18-97

CR2E034 (9/96)