


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

FILED
Jan 30 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/05/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 95-4600862	
22		27		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24		29		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM c/o CT CORPORATION SYSTEM 1200 SPINE 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 _____ 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	PD <input type="checkbox"/> DELETE	1.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	THOMAS, LARRY	1.2 NAME	FERGUSON, DAVID
STREET ADDRESS	5155 CLARETON DR	1.3 STREET ADDRESS	108 S. FRONTAGE ROAD WEST, SUITE 307
CITY - ST - ZIP	AGOURA HILLS CA 91301	1.4 CITY - ST - ZIP	VAIL, CO 81657
TITLE	VD <input type="checkbox"/> DELETE	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 <input type="checkbox"/> DELETE	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 <input checked="" type="checkbox"/> DELETE	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 <input type="checkbox"/> DELETE	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 <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALKER, JEFFREY	6.2 NAME	
STREET ADDRESS	380 MADISON AVE 12TH FLOOR	6.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY 10071	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: *[Signature]* NATURE REQUIRED *[Signature]* Bruce L. Ross CFO 1/14/98

CR2E034 (10/97)