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Feb 23, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F96000005743**

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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **11/05/1996**

4. FEI Number: **95-4600862** Applied For: Not Applicable:

5. Certificate of Status Desired: **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc.: 22 City & State: 23 Zip: 24 Country: 25

2a. Mailing Address: 26 Suite, Apt. #, etc.: 27 City & State: 28 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
c/o 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: **FL** 85 Zip Code

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	
TITLE	PD <input type="checkbox"/> DELETE
NAME	THOMAS, LARRY
STREET ADDRESS	5155 CLARETON DR
CITY-ST-ZIP	AGOURA HILLS CA 91301
TITLE	VD <input type="checkbox"/> DELETE
NAME	ALBERTSON, MARTY
STREET ADDRESS	5155 CLARETON DR
CITY-ST-ZIP	AGOURA HILLS CA 91301
TITLE	ST <input type="checkbox"/> DELETE
NAME	ROSS, BRUCE
STREET ADDRESS	5155 CLARETON DR
CITY-ST-ZIP	AGOURA HILLS CA 91301
TITLE	D <input type="checkbox"/> DELETE
NAME	FERGUSON, DAVID
STREET ADDRESS	108 S FRONTAGE RD WEST, STE. 307
CITY-ST-ZIP	VAIL CO 81657
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	FERGUSON, DAVID
STREET ADDRESS	840 APOLLO ST #223
CITY-ST-ZIP	EL SEGUNDO CA 90245
TITLE	D <input type="checkbox"/> DELETE
NAME	WALKER, JEFFREY
STREET ADDRESS	380 MADISON AVE 12TH FLOOR
CITY-ST-ZIP	NEW YORK NY 10071

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, on an attachment with an address, with all other like empowered.

SIGNATURE: Bruce L. Ross **BRUCE L. ROSS, C.F.O.** 1/4/99 818-735-8800
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)