

NOV-29-2004

CT CORPORATION

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Division of Corporations

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 29, 2004

C T CORPORATION SYSTEM

SUBJECT: MUSICLAND HOLDING CORP.
REF: W04000043284

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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DIVISION OF CORPORATION

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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. MUSICLAND HOLDING CORP.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 56-2366448
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/11/2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10400 Yellow Circle Drive, Minnetonka, MN 55343
(Principal office address)

same
(Current mailing address)

8. holding company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's 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.

CT Corporation System

By: [Signature]
(Registered agent's signature)

JAMES BORDONARO / ASST SEC.

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 business addresses of officers and/or directors:

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RECEIVED
CORPORATION

A. DIRECTORSChairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. _____

Kevin Calhoun

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

**LIST OF OFFICERS & DIRECTORS OF
MUSICLAND HOLDING CORP.
(a Delaware corporation)**

August 24, 2004

The named individuals listed below are elected or appointed officers of the Company, and each holds the office of the Company set forth opposite their name, and each has held such office since July 25, 2003, unless otherwise indicated. The business address for the following Officers and Directors is 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486:

DIRECTOR & VICE PRESIDENT:	Rodger R. Krouse
DIRECTOR & VICE PRESIDENT:	Marc J. Leder
DIRECTOR & VICE PRESIDENT:	Clarence E. Terry
VICE PRESIDENT:	M. Steven Liff
DIRECTOR & VICE PRESIDENT:	Jason Neimark
DIRECTOR & VICE PRESIDENT:	David Kreilein
VICE PRESIDENT:	Kevin Calhoun
VICE PRESIDENT:	Lynn Skillen
DIRECTOR, VP & ASST. SECRETARY:	C. Deryl Couch
VICE PRESIDENT:	Benjamin S. Emmons
DIRECTOR & VICE PRESIDENT:	T. Scott King
VICE PRESIDENT:	Michael Kalb
VICE PRESIDENT:	Jason A. Leach (since 8/25/03)
VICE PRESIDENT:	James D. Allen (since 8/25/03)
VICE PRESIDENT:	Phil Dougall (since 9/2/03)
VICE PRESIDENT:	Stephen G. Marble (since 5/19/04)
VICE PRESIDENT:	Michael Fieldstone (since 5/19/04)
VICE PRESIDENT:	Gary Talarico (since 5/19/04)
VICE PRESIDENT:	Michael J. McConvery (since 5/19/04)

The business address for the following Officers is 375 Park Avenue, Suite 1302, New York, NY 10152:

VICE PRESIDENT:	Ralph Lynch
VP & ASST. SECRETARY:	Kevin Feinblum (since 5/19/04)
VICE PRESIDENT:	Erik Swimmer

The business address for the following Officer is 10400 Yellow Circle Drive, Minnetonka, MN 55343:

CEO & SECRETARY:	Eric Weissman (since 8/25/03)
CFO & ASST. SECRETARY:	Craig Wassenaar (since 12/09/03)
TREASURER:	Timothy Scully

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MUSICLAND HOLDING CORP." 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 TWENTY-SECOND DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3495195

DATE: 11-22-04

TOTAL P.06