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Division of Corporations

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Florida Department of State

Division of Corporations Public Access System

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FOREIGN PROFIT QUALIFICATION

Musicland Holding Corp.

Certificate of Status	Q
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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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If you have any questions concerning the filing of your document, please sall (8<u>50) 245-6</u>967.

Michelle Hodges Document Specialist FAX Aud. #: H04000234114 Letter Number: 404A00066833

W 62 AON 50 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		ATED," "COMPANY," "CORPORATION,"		•
(If pame unavai	lable in Florida, enter allornate corporate	name adopted for the purpose of transacting business	s in Florida)	ı
2 Delaware		3 56-2366448		
(State or country	under the law of which it is incorporate			
4. 06/11/2003		5. Perpenal	Lamabia IIB	
(DM	of incorporation)	(Duration: Year corp. will cease to exist or	herbeim)	Q.
6. <u> </u>				=
		iness in Florida, if prior to registration) 607.1502, F.S., to determine penalty liability)		12 NON 40
7, 10400 Yellow C	ircle Drive, Minnetonka, MN 55343			맘
18mc	(Principal offi	ce address)		ည်
	(Current mexic	ng address)	<u> </u>	61
8. holding compar				
	et address of Florida registered agent	e or country to be carried out in state of Florida)		
Name:	CT Corporation System			
Office Address:	1200 South Pige Island Road			
	Plantation	, Florida33324		
	(City)	(Zip code)	1	
Having been nam lesignated in this further agree to c	application, I hereby accept the app	Service of process for the above stated corporate continuent as registered agent and agree to act in the state of the proper and complete perform my position as registered agent.	n this capaci	ity. I
	(Registered agent's signs	arine)		
1 Assembled in a	JAMES BORDONANO	1 ASST SEC.		ا اعتاد
. * . WIGHOUDE 12 F.	STREET OF EXPROSTOR OF REALISTING	rated, not more than 90 days prior to delivery of t	Tris abbincat	UR DO

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:

A. DIRE	CTORS .
Chairman	SEE ATTACHMENT
Address:	
-	
	MU:
Director: _	
Address:	
-	
_	
Director: _	
Address: _	
-	
B. OFFIC	
President:	SEE ATTACHMENT
Address: _	
_	
Vice Presid	cet:
Address: _	
 Vetatoros	
_	
Address; _ _	
Treasurer: ,	
Address: _	
NOTE: If	necessary you may attach an addendum to the application listing additional officers and/or directors.
í3/	
il	(Signature of Director or Officer listed in number 12 of the application)
14.	Kevin Calfoun
	(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, Book 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 Kevin Calhoun VICE PRESIDENT: Lynn Skillen VICE PRESIDENT: DIRECTOR, VP & ASST. SECRETARY: C. Daryl Couch Benjamin S. Emmons VICE PRESIDENT: DIRECTOR & VICE PRESIDENT: T. Scott King

DIRECTOR & VICE PRESIDENT:

VICE PRESIDENT:

Michael Kalb

VICE PRESIDENT:

VICE PRESIDENT:

VICE PRESIDENT:

VICE PRESIDENT:

VICE PRESIDENT:

Michael Kalb

VICE PRESIDENT:

Michael Fieldstone (since 5/19/04)

VICE PRESIDENT:

Gary Talarico (times 5/19/04)

VICE PRESIDENT: Michael J. McConvery (sine \$1,900)

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

VICE PRESIDENT: Raiph Lynch

VP & ASST. SECRETARY Kevin Feinblum (slace 50.900)

VICE PRESIDENT: Erik Swimmer

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

CEO & SECRETARY: Eric Weissman (since \$12503)
CFO & ASST. SECRETARY: Craig Wassengar (since 120900)

TREASURER: Timothy Scudly

Delaware

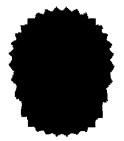
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MUSICIAND SOLDING 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.



Varnet Smith Windsor, Secretary of State

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AUTHENTICATION: 3495195

DATE: 11-22-04