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Florida Department of State

Division of Corporations

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FOREIGN PROFIT QUALIFICATION

St. Louis Music, Inc.

Certificate of Status	0
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**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. St. Louis Music, Inc.

(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. Missouri

(State or country under the law of which it is incorporated)

3. 43-0624362

(FBI number, if applicable)

4. February 27, 1947

(Date of incorporation)

5. Perpetual

(Duration: Your corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4200 Town Center Circle, Suite 470, Boca Raton, Florida 33486

Same as above.

(Current mailing address)

8. Music supply, and all lawful acts or activities.

(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 or Mail Drop Box NOT acceptable)

Name: **CT Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

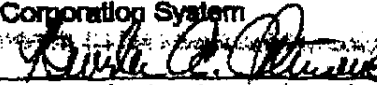
, Florida **33224**

(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: 

(Registered agent's signature)

Barbara Stevens
Assistant Secretary

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:

05 JUL 29 2005 10:45

JUL 21 2005 10:31AM

SUN CAPITAL PARTNERS

NO. 6013 P. 5

A. DIRECTORSChairman: See Exhibit A attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: See Exhibit A attached hereto

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. Michael McConvery

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

14. Michael J. McConvery, Vice President

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

Exhibit A**Directors and Officers of St. Louis Music, Inc.**

<u>Name</u>	<u>Title</u>	<u>Address</u>
Eugene Kornblum	Vice President and Chief Executive Officer	1400 Ferguson Ave. St. Louis, MO 63133
Donald Collins	Vice President - Finance and Assistant Secretary	1400 Ferguson Ave. St. Louis, MO 63133
Neal Busch	Vice President - Operations	1400 Ferguson Ave. St. Louis, MO 63133
Edward Kornblum	Vice President - Merchandising	1400 Ferguson Ave. St. Louis, MO 63133
Stanley Morgan	Vice President - Sales	1400 Ferguson Ave. St. Louis, MO 63133
Roger Reese	Vice President - Manufacturing	1400 Ferguson Ave. St. Louis, MO 63133
R. Lynn Skillen	Vice President, Director	3200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Michael J. McConvery	Vice President, Assistant Secretary and Director	3200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Jamie Engen	Vice President and Director	16220 Wood-Road Road NE Woodinville, WA 98072
Clarence E. Terry	Vice President	3200 Town Center Circle, Suite 470 Boca Raton, FL 33486
T. Scott King	Vice President	3200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Kevin Calhoun	Vice President	3200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Timothy O'Neil	Treasurer and Secretary	16220 Wood-Road Road NE Woodinville, WA 98072

STATE OF MISSOURI



Robin Carnahan
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

**ST. LOUIS MUSIC, INC.
00069761**

was created under the laws of this State on the 27th day of February, 1947, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 29th day of July, 2005

Robin Carnahan

Secretary of State

