

F9500003431

RONALD J. MONROE
MELVIN A. LUM
DEBORAH L. COLE
STEVEN P. DAVIS
WILLIAM J. GARMISA
MITCHELL B. GOLDBERG
GENE H. HANSEN
JAMES S. JARVIS
YOUNG KIM
NATHAN H. LICHTENSTEIN
NED S. ROBERTSON
JAMES A. SMITH
ROBERT N. BODIKOFF
ANDREW S. WILLIAMS

ARONBERG, GOLD, HENRICH & GARMISA
ATTORNEYS & COUNSELORS
ONE BROADWAY SUITE 200
CHICAGO, ILLINOIS 60611

TELEPHONE (312) 820-9600
FACSIMILE (312) 820-9636

CHRISTOPHER J. BARNES
JACQUELINE SHIMMYANT
JOHN A. DIBALVO
DANIEL H. FOGEL
JAMES J. HICKEY
CAROL A. MARTIN
MARC W. O'BRIEN
JOHN H. RICCIONE
DAVID H. BACHS
WILLIAM J. BERRITELLA, JR.
WILLIAM C. WILDER
DAWN C. WRONA

OF COUNSEL
CHARLES E. ZEITLIN

July 11, 1995

WRITER'S DIRECT DIAL NUMBER:

(312) 755-3137

28005.00100

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Application for Authority
Guitar Center Management Company, Inc.

Dear Sir or Madam:

Enclosed in duplicate is an Application for Authority, a Certificate of Good Standing issued by the State of California and our firm's check in the amount of \$122.50. Please process the Application at your earliest convenience and return a filed copy to the undersigned in the enclosed self-addressed envelope.

If you have any questions, please contact the undersigned.

Very truly yours,

Kristin L. Mills

Kristin L. Mills
Legal Assistant

Enclosures

300001539583
-07/18/95--01037--002
****122.50 ****122.50

RECEIVED
DIVISION OF CORPORATIONS
JUL 17 1995 5:57 PM

W
7/18

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Guitar Center Management Company, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California
(State or country under the law of which it is incorporated)
3. 95-3266031
(FEI number, if applicable)
4. March 31, 1978
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Expected September, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 5155 Clareton Drive
Agoura Hills, California 91301
(Current mailing address)
8. Retail Sales
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Jeffrey Graves, Asst. Secy.
(Registered agent's signature) (Officer)

Jeffrey Graves, Asst. Secy.
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Raymond I. Scherr

Address: 5155 Clareton Drive

Agoura Hills, California 91301

Vice Chairman: _____

Address: _____

Director: Janet Scherr

Address: 5155 Clareton Drive

Agoura Hills, California 91301

Director: Larry Thomas

Address: 5155 Clareton Drive

Agoura Hills, California 91301

B. OFFICERS

President: Larry Thomas

Address: 5155 Clareton Drive

Agoura Hills, California 91301

Vice President: _____

Address: _____

Secretary: Janet Scherr

Address: 5155 Clareton Drive

Agoura Hills, California 91301

Treasurer: Bruce L. Ross

Address: 5155 Clareton Drive
Agoura Hills, California 91301

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

13. *Larry P. Thomas*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Larry Thomas, President
(Typed or printed name and capacity of person signing application)

RECEIVED
FEB 17 11:57
CIVIL SERVICE

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 31st day of March, 19 78.

GUITAR CENTER MANAGEMENT COMPANY, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
27th day of June, 1995



Bill Jones
BILL JONES
Secretary of State

F95000003431

Document Number Only

CP CORPORATION SYSTEM			
660 EAST JEFFERSON STREET			
Requestor's Name TALLAHASSEE, FL 32301			
Address 222-1092			
City	State	Zip	Phone
CORPORATION(S) NAME			

700001995217--B
-11/04/96--01042--019
*****35.00 *****35.00

Guitar Center Management Company, Inc.

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="radio"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="radio"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

90 11/05
N. HENDRICKS NOV - 5 1996

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Guitar Center Management Company, Inc.

(Name of Corporation)

California

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

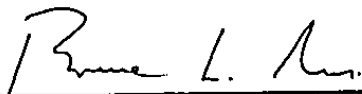
5155 Clareton Drive

(Mailing Address)

Agoura Hills, California 91301

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

October 31, 1996

Date

Bruce Ross

Typed or printed name

Secretary

Title