

F 95000005349

October 25, 1995

Secretary of State
Corporate Records Bureau
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Musicland Stores Corporation
Order #: 368819


Dear Sir or Madam:

As requested by counsel, we enclose for filing an Application for Certificate of Authority on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office in the enclosed self-addressed stamped envelope.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-626-1773.

Very truly yours,


Katherine Fossey
Associate Customer Specialist

/KOF

Enclosure(s)

300001624393
-10/31/95--01071--007
*****70.00 *****70.00

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Musicland Stores Corporation

(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. Delaware

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

3. 41-1623376

(FEI number, if applicable)

4. July 17, 1992

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 10400 Yellow Circle Drive, Minnetonka, Minnesota 55343

(Current mailing address)

8. The retail sale of entertainment and related items.

(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

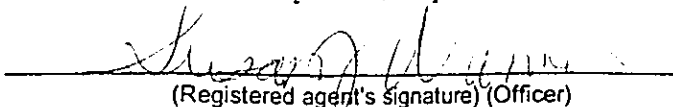
Plantation, Florida, 33324

(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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Susan J. Wanner, 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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the
application)

14. Heidi M. Hoard, Vice President _____
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application for Certificate of Authority

Directors of
Musicland Stores Corporation

1. Jack Eugster, Chairman, President and Chief Executive Officer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
2. Reid Johnson, Executive Vice President of Finance and Administration and
Chief Financial Officer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343

Appendix to Florida
Application for Certificate of Authority

**Officers of
Musicland Stores Corporation**

1. Jack Eugster, Chairman, President and Chief Executive Officer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
2. Reid Johnson, Executive Vice President of Finance and Administration and Chief Financial Officer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
3. Keith A. Benson, President Music Stores Division
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
4. Larry Gaines, President Media Play Division
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
5. Gary A. Ross, President Suncoast Division
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
6. Bruce Bausman, Senior Vice President of Real Estate
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
7. Robert A. Henderson, Senior Vice President and General Merchandise Manager
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
8. Douglas M. Tracey, Senior Vice President of Distribution
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
9. Paula M. Connerney, Division Senior Vice President of Stores - Music Stores
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
10. Marcia F. Appel, Vice President of Communications and Publications
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343

11. Peter J. Busch, Vice President of Video Merchandising
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
12. Richard C. Casari, Vice President of Operations - Music Stores
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
13. Eduardo A. Egusquiza, Vice President of Information Systems and Services
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
14. Robert A. Faulkner, Vice President and Controller
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
15. James D. Nemyr, Vice President and Treasurer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
16. Richard J. Odette, Vice President of Purchasing of Prerecorded Audio
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
17. O. Keith Wanke, Vice President of Loss Prevention
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
18. Lawrence A. Kurzeka, Vice President, General Manager - On Cue
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
19. Heidi M. Hoard, Vice President, General Counsel and Corporate Secretary
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
20. Randy L. Abbott, Division Vice President of Stores - Media Play
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
21. Brad D. Tait, Division Vice President of Merchandising - Music Stores
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
22. Michael J. Colon, Division Vice President of Stores - Suncoast Division
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
23. Linda A. Ruehle, Assistant Secretary
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343

- 24 Karen Ring, Assistant Secretary
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- 25 Timothy A. Scully, Assistant Treasurer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MUSICLAND STOPES CORPORATION" 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 EIGHTEENTH DAY OF OCTOBER, A.D. 1995.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

2157053 8300

950239943

RECEIVED

7679201

10-18-95