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FILED
Apr 17 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000005349 (4)

1. Corporation Name

MUSICLAND STORES CORPORATION

Principal Place of Business

10400 YELLOW CIRCLE DRIVE
MINNETONKA MN 55343

Mailing Address

10400 YELLOW CIRCLE DRIVE
MINNETONKA MN 55343-9102

3. Date Incorporated or Qualified

11/01/1995

3a. Date of Last Report

04/30/1996

4. FEI Number

41-1623376

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

29

30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature of type or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	EUGSTER, JACK	
STREET ADDRESS	10400 YELLOW CIRCLE DR.	
CITY-ST-ZIP	MINNETONKA MN 55343	
TITLE	EV	<input type="checkbox"/> DELETE
NAME	JOHNSON, REID	
STREET ADDRESS	10400 YELLOW CIRCLE DR.	
CITY-ST-ZIP	MINNETONKA MN 55343	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BENSON, KEITH A	
STREET ADDRESS	10400 YELLOW CIRCLE DR.	
CITY-ST-ZIP	MINNETONKA MN	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Vice President & Treasurer
4.3 STREET ADDRESS	James D Nemyr
4.4 CITY-ST-ZIP	10400 Yellow Circle Dr Minnetonka MN 55343
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Vice President & Secretary
5.3 STREET ADDRESS	Heidi M Hoard
5.4 CITY-ST-ZIP	10400 Yellow Circle Dr Minnetonka MN 55343
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Director
6.3 STREET ADDRESS	Josiah A Low III
6.4 CITY-ST-ZIP	10400 Yellow Circle Dr Minnetonka MN 55343

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

James D Nemyr
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

James D Nemyr

Date

(612) 931-9800

Daytime Phone #

CR2E034 (9/96)