

State of Idaho

Department of State

CERTIFICATE OF WITHDRAWAL OF

THE MUSICLAND GROUP, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE MUSICLAND GROUP, INC. for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: October 8, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley J. Clark

APPLICATION FOR
CERTIFICATE OF WITHDRAWAL

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is The Musicland Group, Inc.
The name which it used in Idaho is
The Musicland Group, Inc.
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is _____
7500 Excelsior Blvd., Minneapolis, MN 55426 Attn: Legal Dept.
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By

Harvey Thomas McLain
Its Vice President

And

Karen A. Ring
Its Assistant Secretary

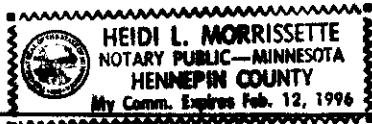
STATE OF MN

COUNTY OF Hennepin

SS:

1. Heidi Morrisette, a notary public, do hereby certify that on this
22nd day of Sept, 1993, personally appeared
before me Harvey McLain, who being by me first duly sworn,
declared that he is the VP of The Musicland Group, Inc.

that he signed the foregoing document as VP of the corporation and
that the statements therein contained are true.



Heidi Morrisette
Notary Public