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**FOREIGN LIMITED PARTNERSHIP CERTIFICATE OF CHANGE
OR
CORRECTION OF APPLICATION FOR REGISTRATION**

4400 9 37 AM '93
SECRETARY OF STATE

To the Secretary of State
State of Idaho

The undersigned, a general partner of the foreign limited partnership hereinafter named, hereby certifies that:

1. The name of the foreign limited partnership as it presently appears on the records of the Secretary of State of the State of Idaho is **Schwinn Bicycle & Fitness Limited Partnership**.
2. The foreign limited partnership's original application for registration was filed on **February 24, 1993**.
3. This Correction of Application is being filed to correct a scrivener's error in the name of the foreign limited partnership as it appears on the records of the Idaho Secretary of State's Office, which is hereby amended to read as follows: **Schwinn Bicycle and Fitness Limited Partnership**.

Signed on March 4, 1993.

BIKE G. P., INC., its general partner

By: [Signature]
David J. Rosen, Vice President

STATE OF ILLINOIS)
COUNTY OF COOK)SS

I, Mary T. Van Derhaeghen, a notary public, do hereby certify that on this 4 day of March, 1993, personally appeared before me David J. Rosen, that he signed the foregoing document on behalf of the general partner of the limited partnership and that the statements contained therein are true.

[Signature]
Notary Public

My Commission Expires:
"OFFICIAL SEAL"
Mary T. Van Derhaeghen
Notary Public, State of Illinois
My Commission Expires 10/31/93

IDAHO SECRETARY OF STATE
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CX #: 53339 CUST# 1
CORPORATIO 10 20.00= 20.00

File Number 5006891

FEE PAID \$5.00

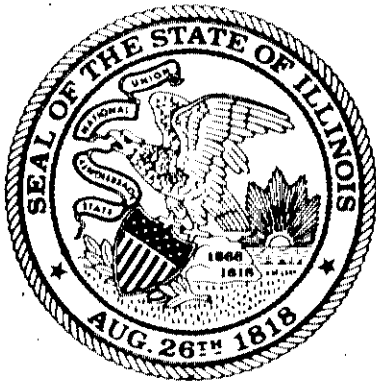
MAR 10 9 37 AM '93
SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that Schwinn Bicycle and Fitness Limited Partnership

having complied with the provisions of the Revised Uniform
Limited Partnership Act of the Illinois State statutes on
January 19, 1993, is authorized and exists as an Illinois
Limited Partnership.



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 9th
day of MARCH *A.D., 19* 93

George H Ryan

SECRETARY OF STATE