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BCA 6.10/6.20 (Rev. Jul. 1984)

8640562

File # 1815-971-6

Submit in Duplicate

Remit payment in Check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	8-20-86
Filing Fee	\$5.00
Clerk	PJ

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby submits the following statement.

1. The name of the corporation is Schwinn Sales Midwest, Inc.

2. The State or Country of incorporation is Delaware

3. The name and address of its registered agent and its registered office as they appear on the records of the office of the Secretary of State (Before Change) are:

Registered Agent	FRANK	W.	Schwinn
	First Name	Middle Name	Last Name
Registered Office	1856 North Kostner Avenue		
	Number	Street	Suite No. (A P.O. Box alone is not acceptable)
	Chicago	60639	Cook
	City	Zip Code	Country

4. The name and address of its registered agent and its registered office shall be (After All Changes Herein Reported):

Registered Agent	Edward	R.	Schwinn, Jr.
	First Name	Middle Name	Last Name
Registered Office	217 North Jefferson Street		
	Number	Street	Suite No. (A P.O. Box alone is not acceptable)
	Chicago	6060	Cook
	City	Zip Code	Country

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)
- a. By resolution duly adopted by the board of directors.
 - b. By action of the registered agent.

(If authorized by the board of directors, sign here. See Note 5)
The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated August 14, 19 86

attested by John W. Barker
(Signature of Secretary or Assistant Secretary)
John W. Barker, Secretary
(Type or Print Name and Title)

Schwinn Sales Midwest, Inc.
(Exact Name of Corporation)
by Edward R. Schwinn, Jr.
(Signature of President or vice president)
Edward R. Schwinn, Jr., Chairman of
(Type or Print Name and Title) the Board

(If change of registered office by registered agent, sign here. See Note 6)
The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____, 19 _____

(Signature of Registered Agent of Record)

PROPERTY OF COOK COUNTY CLERK'S OFFICE
664056225
FILED
AUG 20 1986
(Not a Secretary of State)

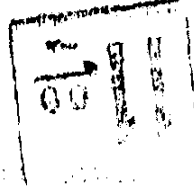
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Form BCA-5.19/5.20

File No. _____

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

Filing Fee \$5.00



RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-7808

C-1384

22950498

Box 232
J. Scheckel

Property of Cook County Clerk

DEPT-01 RECORDING \$11.00
T#3333 TRAN 2060 08/10/86 13:00:00
#3348 # 2 * 06-405327
COOK COUNTY RECORDER

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address, a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the records of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by the President (or vice-president) and by the Secretary (or an assistant secretary).
6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

NOTES

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