

OCT 31 2005

APPLICATION FOR  
CERTIFICATE OF AUTHORITY

**Corporations Section**

1. The name of the corporation (the "Corporation") is Tailwind Sports Corp.
2. The Corporation's federal employer identification number is 043695671.
3. The Corporation is incorporated under the laws of Delaware.
4. The date of the Corporation's incorporation is June 25, 2002 and its period of duration is perpetual.
5. The principal office address in the state of county of the Corporation's jurisdiction of formation is National Registered Agents, Inc. 9 East Loockerman Street, Dover, Delaware 19901.
6. The Corporation's proposed registered agent in Texas is Capital Sports & Entertainment, Inc. and the street address of its proposed registered office, which is the business office address of its proposed registered agent in Texas, is 98 San Jacinto, Suite 430, Austin, Texas 78701.
7. The purpose of the Corporation that it proposes to pursue in the transaction of business in Texas is the transaction of all lawful business. The Corporation also certifies that it is authorized to pursue such stated purpose in the state or county under which it is incorporated.

8. The name and address of each of the Corporation's directors is as follows:

Thomas Weisel  
Thomas Weisel Partners, LLC  
One Montgomery St., Suite 3700  
San Francisco, California 94104

John Bucksbaum  
General Growth Properties, Inc.  
110 N. Wacker Drive, Suite 300  
Chicago, Illinois 60606-1511

Terry Lee  
11022 South 51<sup>st</sup> Street, #104  
Phoenix, Arizona 85044

Harvey Schiller  
Assante Corp.  
280 Park Avenue  
5<sup>th</sup> Floor, East Building  
New York, New York 10017

Lance Armstrong  
c/o Capital Sports & Entertainment, Inc.  
98 San Jacinto  
Suite 430  
Austin, Texas 78701

Bill Stapleton  
Capital Sports & Entertainment, Inc.  
98 San Jacinto  
Suite 430  
Austin, Texas 78701

Johan Bruyneel  
c/o Capital Sports & Entertainment, Inc.  
98 San Jacinto  
Suite 430  
Austin, Texas 78701

John Burke  
Trek Bicycle Corporation  
801 West Madison Street  
Waterloo, Wisconsin 53594

9. The name, address, and office title of each of the Corporation's officers is as follows:

Bill Stapleton  
President  
c/o Capital Sports &  
Entertainment, Inc.  
98 San Jacinto  
Suite 430  
Austin, Texas 78701

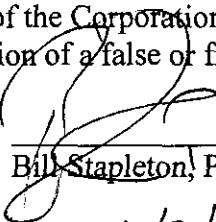
Bart Knaggs  
CEO  
c/o Capital Sports &  
Entertainment, Inc.  
98 San Jacinto  
Suite 430  
Austin, Texas 78701

Laura Hundley  
CFO, Comptroller, Secretary  
c/o Capital Sports &  
Entertainment, Inc.  
98 San Jacinto  
Suite 430  
Austin, Texas 78701

10. As of the date of filing, the undersigned certifies that the Corporation currently exists as a valid corporation under the laws of the jurisdiction of its formation.

This document is to be effective when the document is filed by the Secretary of State.

The undersigned authorized officer of the Corporation signs this document subject to penalties imposed by law for the submission of a false or fraudulent document.



Bill Stapleton, President

10/21/05

Date