

A93000000978

SONORA PROPERTIES, LTD.
P.O. BOX 2571
LAKELAND, FL 33806

City/State/Zip

Phone #

700002906207--5

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*****52.50 *****52.50

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Availability	
Document Examiner	
Updater	
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Acknowledgement	
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 14 AM 8:48

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 3, 1999

SONORA PROPERTIES, LTD.
P.O. BOX 2571
LAKELAND, FL 33806

SUBJECT: SONORA PROPERTIES, LTD.
Ref. Number: A93000000978

We have received your document for SONORA PROPERTIES, LTD., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$52.50.

The fee to file your document is \$52.50. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 999A00030257

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

SONORA PROPERTIES, LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on September 27, 1993, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

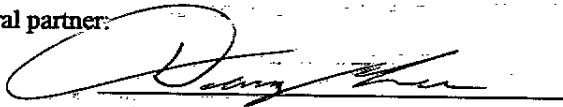
SEE ATTACHED AMENDMENTS #1 Thru #4.

FILED
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DIVISION OF CORPORATIONS
99 JUN 14 AM 8:48

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:



Danny Lee, President

Sonora Properties, Inc. General Partner

Signature(s) of new general partner(s), if applicable:

LIMITED PARTNERSHIP AGREEMENT

OF

SONOFA PROPERTIES, LTD.

This agreement is to modify the Sonora Properties, Ltd. partnership agreement dated September 27, 1993. Said amendment to be effective in 1998.

This agreement is entered into between Danny Lee, president of Sonora Properties, Inc., General Partner of Sonora Properties, Ltd. and Retirement Account Inc., Custodian for "Thomas E. Evans, Jr. IRA the sole Limited partner of Sonora Properties, Ltd., for the purpose of amending the partnership agreement effective in 1998.

Amendment #1: Change (7.2) Limited Partnership Capital Contribution which currently reads 5 units at \$2,000 per unit. This amendment change allows up to 50 units at \$2,000 per unit. This amendment is effective 12/1/98.

Amendment #2: Change (9.1) General Partner Fees. Currently the General Partner receives 2% of the gross rental revenue. The modification changes this fee to be an annual flat fee of \$200.00 This amendment is effective 1/1/98.

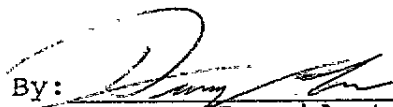
Amendment #3: Change (10.3) Specific Allocation of Profit and Loss. Currently the profit and loss of the partnership are allocated 99% to the Limited Partner and 1% to the General Partner. This amendment changes the General Partners share to .1% and the Limited Partners share to 99.9% of profit and loss allocation. This amendment is effective 1/1/98.

Amendment #4: Change (11.1) Cash Flow Distribution. Currently the Limited Partner shall receive 99% of the cash flow and the General Partner will receive 1% of the cash flow. This amendment changes the Limited Partners share of the cash distribution to 99.9% and the General Partners share to .1% of any cash distribution. This amendment is effective 1/1/98.


WITNESSED AND SIGNED BY THE PARTIES TO THIS AGREEMENT ON THE 11th DAY OF JANUARY 1998.

IN WITNESS WHEREOF, the parties hereto have entered into this Modification of the Sonora Properties, Ltd., partnership agreement this 1 day of December, 1998.

Sonora Properties, Inc.
GENERAL PARTNER

By: 
Danny Lee, President

LIMITED PARTNER
RETIREMENT ACCOUNTS, INC.

BY: 
Authorized Signer
Retirement Accounts, Inc.
Custodian for "Thomas E.
Evans, Jr IRA

CERTIFICATE OF RESOLUTION

I hereby certify that a meeting of the Board of Directors of The Affinity Group, Inc., a corporation organized and existing under and by virtue of the laws of the State of Colorado was held by consent on the 6th day of August, 1998, at which a quorum was present and acting throughout, the following resolution was adopted and is in full force and effect.

"RESOLVED, That pursuant to a Corporate Services Agreement between Retirement Accounts, Inc. and The Affinity Group, Inc. any of the following: Mark W. Massa, President; Cathy Vidikan, Director; Stephanie Gutierrez, Supervisor; Greg Cimburek, Supervisor; Gary Flander, Director; Victor A. Musielak, Jr., Manager; Lisa L. Lehnus, Managing Director; Jodi Muller, Sr. Client Service Representative; Dwight Groenevelt, Associate; Robert Nagle, Supervisor; Heather Austin, Sr. Client Service Representative; Jeanine R. Burley, Team Leader; Jan Schmick, Supervisor; M. Duanyelle West, Supervisor; Annette Banes, Supervisor; Cheryl Vetromila, Senior Billing Specialist; Bradley C. Grippin, Cost Accountant; are hereby authorized and empowered to transfer, endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, proxies, deeds of trust, promissory notes, certificates of deposit and any other securities or financial instruments now or hereafter standing in the name of or owned in trust or custodial capacity by Retirement Accounts, Inc.; to make, execute, and deliver any and all written instruments necessary or proper to effectuate the authority hereby conferred."

I further certify that the authority conferred above is not inconsistent with the Charter or By-laws of the Corporation and that the following is a true and correct list of the Officers of this Corporation as of this date:

Mark W. Massa
Lisa L. Lehnus
Gordon G. Rockafellow
Martha J. Moe
Jacqueline K. Freudenstein
Brad J. Newman
Edward P. Alberts
Nancy H. Wedelstaedt

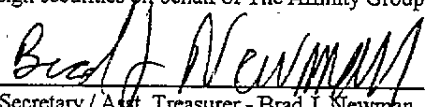
President
Secretary
Vice President
Vice President
Vice President
Assistant Secretary / Assistant Treasurer
Assistant Secretary
Assistant Secretary

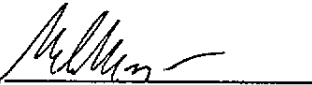
ATTEST


Secretary - Lisa L. Lehnus

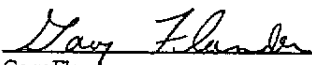
I hereby certify that the above resolution is in full force and effect this NOV 25 1998 day of NOV 25 1998, 1998, and that the signatures below are true and accurate signatures of the persons authorized to sign securities on behalf of The Affinity Group, Inc.

(SEAL)


Asst. Secretary / Asst. Treasurer - Brad J. Newman

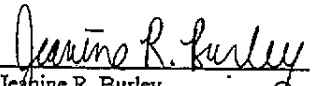

Mark W. Massa


Stephanie Gutierrez


Gary Flander

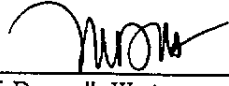

Lisa L. Lehnus


Dwight Groenevelt


Jeanine R. Burley

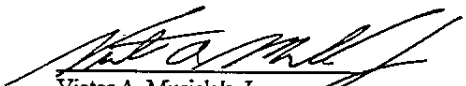

Jodi Muller


Jan Schmick

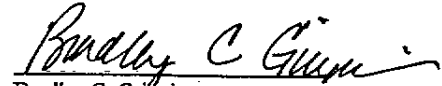

M. Duanyelle West


Cathy Vidikan


Greg Cimburek



Victor A. Musielak, Jr.


Heather Austin


Bradley C. Grippin


Robert Nagle


Cheryl L. Vetromila


Annette Banes