



Department of State.

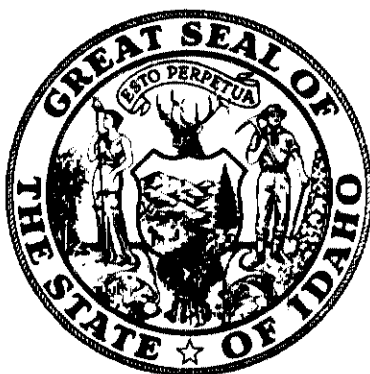
**CERTIFICATE OF AMENDMENT
OF**

CLEVELAND & CLEVELAND, INC.

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of **CLEVELAND & CLEVELAND, INC., changing the corporate name to AFFINITY GROUP RESOURCES, INC.** 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated March 5, 19 92.



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

MAR 5 10 56 AM '92
SECRETARY OF STATE

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
CLEVELAND & CLEVELAND, INC.

Pursuant to the provisions of the Idaho Business Corporation Act, Idaho Code Section 30-1-1, et seq., Cleveland and Cleveland, Inc. hereby adopts the following amendments to its Articles of Incorporation:

1. The name of the Corporation is Cleveland & Cleveland, Inc.;

2. Article I of the Articles of Incorporation is hereby amended to provide as follows:

" I.
The name of the corporation shall be
Affinity Group Resources, Inc."

3. Article VI.A. of the Articles of Incorporation is hereby amended to provide as follows:

" To act as a sales agent for
telecommunications services."

4. The amendments to the Articles of Incorporation set forth in 2 and 3, above, were adopted and approved by Douglas Cleveland and Anna Mae Cleveland, the holders of all of the issued and authorized stock of the corporation, on March 4, 1992.

5. There are one hundred shares of stock outstanding in the corporation; all of said stock is of the same class; both of the holders of such shares were entitled to and did consent to and approve the amendments set forth in 2 and 3, above.

6. The amendments do not provide for an exchange, reclassification or cancellation of issued shares.

7. The amendments do not effect a change in the amount of stated capital.

8. The undersigned are all of the shareholders of the corporation.

DATED this 4 day of March, 1992.


Douglas Cleveland

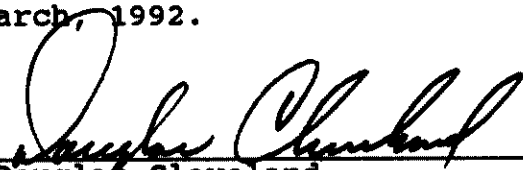

Anna Mae Cleveland

VERIFICATION


State of Idaho)
) ss
County of Ada)

Douglas Cleveland, a shareholder in the above corporation, hereby states that he has read the foregoing Articles of Amendment to the Articles of Incorporation of Cleveland & Cleveland, Inc. and that the same are true to the best of his knowledge.

DATED this 4 day of March, 1992.


Douglas Cleveland

SUBSCRIBED AND SWORN to before me, a Notary Public for Idaho, this 4th day of March, 1992.


Notary Public for Idaho
Residing at Boise ID
Commission expires 12/1/94