

F13942

LAW OFFICES
ENGLISH, McCAUGHAN & O'BRYAN, P.A.

100 NORTHEAST THIRD AVENUE
SUITE 1100
FORT LAUDERDALE, FLORIDA 33301-1146

TELEPHONE (954) 462-3300
FACSIMILE (954) 763-2439

MAILING ADDRESS: P.O. BOX 14098
FORT LAUDERDALE, FLORIDA 33302-4098

BOCA RATON OFFICE
120 EAST PALMETTO PARK ROAD
SUITE 450
BOCA RATON, FL 33432-6090

TELEPHONE (561) 347-1700
FACSIMILE (561) 391-9944

August 17, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Action Products International, Inc.

100002618571--9
-08/18/98--01031--004
*****87.50 *****87.50

To Whom It May Concern:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation, along with a Certificate to Amended and Restated Articles of Incorporation for Action Products International, Inc. Also enclosed please find a check in the amount of \$87.50 to cover the following costs:

\$35.00	Filing Fee
\$52.50	Certified Copy

If the enclosed documents meet with your approval, please file them with your Office and return a certified copy to the attention of the undersigned.

If you have any questions with regard to the enclosed, please feel free to contact the undersigned.

Very truly yours,

Debra H. Chrystie

Debra H. Chrystie
Corporate Paralegal

/dhc
Enclosures

FILED
98 AUG 18 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM + Rest
RCC
8/24

**CERTIFICATE TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACTION PRODUCTS INTERNATIONAL, INC.**

FILED
98 AUG 18 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Amended and Restated Articles of Incorporation were duly adopted in accordance with the provisions of Section 607.1007(3) of the Florida Business Corporation Act. The Amended and Restated Articles were adopted by the shareholders of the Corporation at the Corporation's Annual Meeting held on June 8, 1998, at which a quorum was present, and the Amended and Restated Articles received at least a majority of the vote that the shareholders present or represented by proxy at such meeting were entitled to cast. The Amended and Restated Articles were duly adopted by the Corporation's Directors by unanimous written consent effective as of May 7, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to Amended and Restated Articles of Incorporation by its duly authorized officer this 10th day of August, 1998.

ACTION PRODUCTS INTERNATIONAL, INC.

By: _____

Ronald S. Kaplan

Chief Executive Officer and President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACTION PRODUCTS INTERNATIONAL, INC.**

Pursuant to the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the Corporation is ACTION PRODUCTS INTERNATIONAL, INC., a Florida corporation (the "Corporation").

2. The text of the Corporation's Amended and Restated Articles of Incorporation is as follows:

FIRST: The name of the Corporation is ACTION PRODUCTS INTERNATIONAL, INC.

SECOND: The period of the duration of the corporation is perpetual.

Article THIRD is hereby amended to read as follows:

THIRD: The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof.

Article FOURTH is hereby amended to read as follows:

FOURTH: The total number of shares which the Corporation shall have the authority to issue shall be 25,000,000 shares which shall be divided into two classes as follows: (a) 15,000,000 shares of common stock with a par value of \$.001 per share; and (b) 10,000,000 shares of preferred stock, with a par value of \$.001 per share, in such series and variations in the relative rights and preferences, if any, between such series as the Board of Directors shall determine.

A. COMMON STOCK. Subject to the preferential dividend rights applicable to shares of any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of

the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each holder of record of the Common Stock shall have one vote for such share of Common Stock standing in such holder's name on the books of the Corporation and entitled to vote.

B. **PREFERRED STOCK.** The Preferred Stock may be issued by the Board of Directors, from time to time, in one or more series. Authority is hereby vested solely in the Board of Directors of the Corporation to provide, from time to time, for the issuance of Preferred Stock in one or more series and in connection therewith to determine without shareholder approval, the number of shares to be included and such of the designations, powers, preferences, and relative rights and the qualifications, limitations, and restrictions of any such series, including, without limiting the generality of the foregoing any of the following provisions with respect to which the Board of Directors shall determine to make affirmative provision:

1. The extent of the voting powers, full or limited, if any, of the shares of such series, provided that the holder of shares of such series (i) will not be entitled to more than one vote per share and (ii) will not be entitled to vote on any matter separately as a class, except (i) to the extent provided by Florida law and (b) to the extent specified in the Preferred Stock Designation with respect to such series;

2. The designation and name of such series and the number of shares that shall constitute such series;

3. The annual dividend rate or rates payable on shares of such series, the date or dates from which such dividends shall commence to accrue, and the dividend payment dates for such dividends;

4. Whether dividends on such series are to be cumulative or noncumulative, and the participating or other special rights, if any, with respect to the payment of dividends;

5. Whether such series shall be subject to redemption and, if so, the manner of redemption, the redemption price or prices and the terms and conditions on which shares of such series may be redeemed;

6. Whether such series shall have a sinking fund or other retirement provisions for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund or other retirement provision and the extent to which the charges therefor are to have priority over the payment of dividends on or the making of sinking fund or other like retirement provisions for shares of any other series or over the payment of dividends on the Common Stock;

7. The amounts payable on shares of such series on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation and extent to which such payment shall have priority over the payment of any amount on voluntary or involuntary dissolution,

liquidation, or winding up of the affairs of the Corporation on shares of any other series or on the Common Stock;

8. The terms and conditions, if any, on which shares of such series may be converted into, or exchanged for, shares of any other series or of Common Stock;

9. The stated value, if any, for the shares of such series, the consideration for which shares of such series may be issued and amount of such consideration that shall be credited to the capital account; and

10. Any other preferences and relative, participating, optional, or other special rights, and qualifications, limitations or restrictions thereof, or any other term or provision of shares of such series as the Board of Directors may deem appropriate or desirable.

The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between the various series of Preferred Stock.

All shares of Preferred Stock of any one series shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be payable, and if cumulative, shall cumulate.

Shares of any series of Preferred Stock that shall be issued and thereafter acquired by the Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange, or otherwise, shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

Article FIFTH is hereby amended to read as follows:

FIFTH: The street address of the registered office of the Corporation is 344 Cypress Road, Ocala, Florida 34472 and the name of the registered agent at such address is Ronald S. Kaplan.

Article SIXTH, SEVENTH, EIGHTH and TENTH are hereby deleted in their entirety and the following new Articles SIXTH and SEVENTH are hereby added and shall read as follows:

SIXTH: At the 1998 Annual Meeting of Shareholders, the directors shall be classified into two classes, as nearly equal in number as possible, with the term of office for the first class to expire at the 1998 Annual Meeting of Shareholders and the term of office of the second class to expire at the 1999 Annual Meeting of Shareholders. At each Annual Meeting of Shareholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the second succeeding Annual Meeting of Shareholders after their election.

SEVENTH: The street address of the principal office of the Corporation is 344 Cypress Road, Ocala, Florida 34472.

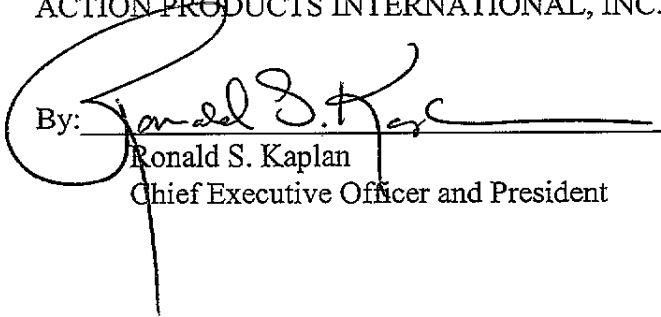
Article NINTH is hereby amended to read as follows:

EIGHTH: The By-Laws of the Corporation may be altered, amended, or repealed, and new By-Laws may be adopted, by action of the board of directors, subject to the limitations of F.S. 607.1020(1) or any successor statute thereto. The shareholders of the Corporation may alter, amend, or repeal these By-Laws or adopt new By-Laws even though these By-Laws may also be amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation by its duly authorized officer this 10 day of August, 1998.

ACTION PRODUCTS INTERNATIONAL, INC.

By:


Ronald S. Kaplan

Chief Executive Officer and President