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Attorneys and Counselors at Law

Reply To:

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5 April, 1999

P95000088150

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

Re: Articles of Amendment
All Sign Products, Inc.

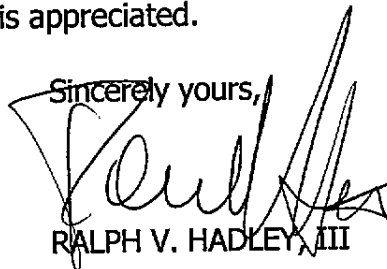
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Dear Sir or Madam:

I enclose the original executed Second Amended Articles of Amendment to Articles of Incorporation and 1-copy for filing with your office, together with this firm's check in the amount of \$35 in payment of your filing fee.

Your prompt attention to this matter is appreciated.

Sincerely yours,


RALPH V. HADLEY, III

RVH,III/ja

Encs.

FILED
99 APR -7 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
WFT 4-14-99

FILED

99 APR -7 PM 4: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDED ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ALL SIGN PRODUCTS, INC.**

Pursuant to the provisions of Chapter 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is ALL SIGN PRODUCTS, INC.

SECOND: Article III - CAPITAL STOCK has been amended in part as follows:

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is:

- (A) Five Million One Hundred Thousand (5,100,000) shares at \$1.00 par value of Class A voting Common Stock;
- (B) Two Million Five Hundred Forty-Nine Thousand (2,549,000) shares at \$1.00 par value of Class B non-voting Preferred Stock.

The holder of the preferred shares may, at the option of said holder, convert such non-voting preferred shares to common stock on a one-for-one basis so that each preferred share may be surrendered in exchange for issuance of common stock shares. Said transfer shall take place by the holder surrendering the preferred shares to the company at its corporate headquarters, together with the approved stock power and a request to issue such common shares.

- (C) Five Million (5,000,000) shares of Class C Preferred stock (nonassessable) shares that are: (1) nonvoting; (2) redeemable by All Sign Products, Inc. at par plus any accumulated dividends; (3) dividend coupon rate shall be a fixed cumulative twenty percent (20%) per annum rate (based on par), shall be compounded annually and calculated and paid in accordance with the provisions of paragraphs 3 and 4 of the Loan Agreement dated 2 March, 1999, made between this corporation and Hallmark Technologies, Inc. (the "Loan Agreement"); and (4) convertible to common stock at the rate of one share of common stock for every two (2) shares of convertible

preferred, plus one (1) share for every Two and 00/100 dollars (\$2.00) in accumulated but unpaid dividends.

This stock becomes convertible upon the occurrence of any one or more Events of Default (as defined in the Loan Agreement) by All Sign Products, Inc., or in the event All Sign Products, Inc. makes an initial public offering of its stock, or in the event there is a change in control of All Sign Products, Inc.

THIRD: The amendment was approved by the unanimous consent of the Board of Directors and Shareholders entitled to vote on March 29, 1999.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 5th day of April, 1999.

ALL SIGN PRODUCTS, INC.

By: _____

RALPH V. HADLEY, III
Director/Secretary