

P97000065165

LAW OFFICES

OF

MICHAEL J. COMERFORD, P.C.

1225 FRANKLIN AVENUE, SUITE 475

GARDEN CITY, NEW YORK 11530

TELEPHONE (516) 248-4817

FAX (516) 248-8907

OF COUNSEL

DONALD A. HOPPER

ADRIANNE HOPPER

NEW YORK CITY OFFICE
805 THIRD AVENUE, 6TH FLOOR
NEW YORK, NY 10022
(212) 750-8350
FAX (212) 750-2885

November 24, 1997

VIA EXPRESS MAIL

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Amendment Section

500002357075--2
-11/25/97--01078--003
*****35.00 *****35.00

Re: Pen Concepts, Inc.
Number: P97000065165
Filed: 7/29/97

Gentlemen:

Enclosed for filing is the Articles of Amendment of the Articles of Incorporation of Pen Concepts, Inc., including the Acceptance of the Registered Agent, together with a check in the amount of \$35 for the filing fee. This Amendment provides for a new registered office and registered agent and new director. Please file and change your records accordingly.

As discussed, we would appreciate your assistance in filing this Amendment as soon as possible so that the Company can satisfy the requirements of its bank, First Union, concerning the authorized signatory on the bank accounts.

Also, please call if you have any problems with the Amendment documents.

Sincerely yours,



Michael J. Comerford

MJC:vc

Enclosure

ccs: Mr. Michael Newman
First Union Bank, Attention: Beverly Milton

FILED
NOV 25 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALL DEC 5 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PEN CONCEPTS, INC.

FILED
97 NOV 25 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

A. Article V, Address, is amended to change the street address of the Registered Office and the name of the Registered Agent and shall read as follows:

"V. The street address of the Registered Office and name of the Registered Agent are:

Michael Newman
3339 North Florida Highway
Fort Lauderdale, Florida 33308."

B. Article VI, Director, is hereby amended to remove John Hanley as Director and to add Michael Newman as Director and shall read as follows:

"VI. This Corporation shall have one Director. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the Director is:

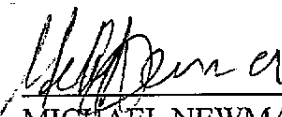
Michael Newman
3339 North Florida Highway
Fort Lauderdale, Florida 33308."

SECOND: The date of each amendment's adoption: September 1, 1997.

THIRD: Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the undersigned Director has executed this Amendment this 23rd day of November, 1997.

Signature: 
Name: MICHAEL NEWMAN
Title: Chairman of the Board of Directors


STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss:

Before me, Michael J. Comerford, Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL NEWMAN, known to me and known by me to be the person who executed the foregoing Amendment and who acknowledged to and before me that he executed the same and who did take an oath.

Witness my hand and seal the 3rd day of November, 1997.



Michael J. Comerford

MICHAEL J. COMERFORD
Notary Public, State of New York
No. 02CO5007974
Qualified in Nassau County
Commission Expires February 8, 1998 

Acceptance of Registered Agent
of
PEN CONCEPTS, INC.

Having been named to accept service of process for the above-stated corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.


Michael Newman

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss:

Before me, Michael J. Comerford, Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL NEWMAN, known to me and known by me to be the person who executed the foregoing Amendment and who acknowledged to and before me that he executed the same and who did take an oath.

Witness my hand and seal the 22nd day of November, 1997.


Michael J. Comerford

MICHAEL J. COMERFORD
Notary Public, State of New York
No. 02CO5007874
Qualified in Nassau County
Commission Expires February 8, 1998