

1. Name of Registrant THE SCHMERTZ CO., INC.	2. Registration No. 4161
--	------------------------------------

3. This amendment is filed to accomplish the following indicated purpose or purposes:

- To correct a deficiency in
 Initial Statement
- To give a 10-day notice of a change in information as required by Section 2(b) of the Act.
- Supplemental Statement for _____
- Other purpose (specify) _____
- To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list-

**ARTICLES OF INCORPORATION
THE SCHMERTZ CO., INC.**

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. If more space is needed, full size insert sheets may be used.

1. The delay in filing the initial registration statements was the result of the fact that The Schmertz Company was a business which came into existence in May of 1988. The company is essentially, at present and has been since its formation, a one-person organization namely, Herbert Schmertz. During the months of May, June and July, Mr. Schmertz was simultaneously meeting with potential new clients, trying to organize the business, both from a legal standpoint and a logistical standpoint; was engaged in a certain amount of travel, including one overseas trip. All of this was being done without proper office space and with part-time secretarial assistance. Specifically, with regard to the requirements to file registration forms, Mr. Schmertz, after entering into a contract with Saudi Arabia, became aware of the possibility that he might be required to file under the Foreign Agents Registration Act. Accordingly, he acquired the appropriate forms and a copy of the Act. In the course of reading the instructions and the law preliminary to completing the forms, Mr. Schmertz, for the first time, became aware of the 10-day filing requirements. This was the reason for the delay in filing.

2. Prior to July 26th, Herbert Schmertz received \$5,000.00 from the Embassy of Saudi Arabia. This payment is disclosed in Item 14 on the short form registration statement. Disbursements during that period were limited to transportation expenses occurred by Mr. Schmertz for a trip to Washington on July 11th to meet with the Saudi Arabian Ambassador. The expenses were as follows: Airfare - \$178.00, Taxis-\$53.00, for a total of \$231.00.

RECEIVED
DEPT. OF JUSTICE
CRIMINAL DIVISION
SEP 21 AM 11:33
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

The undersigned swear(s) or affirm(s) that he has (*they have*) read the information set forth in this amendment and that he is (*they are*) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his (*their*) knowledge and belief.

Michael Schmidt

(Both copies of this amendment shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States, if the registrant is an organization.)

Subscribed and sworn to before me at 730 Fifth Ave New York
this 20 day of September, 19 88 Kathryn J. Donohue
(Notary or other officer)

My commission expires _____
KATHRYN J. DONOHUE
STATE OF NEW YORK
QUALIFIED IN DUTCHESS COUNTY
01004712953 EXPIRES 10-31-88

2 Herbert Schneitzle activities prior to July 26th were essentially as

State of New York }
Department of State } ss:

031766

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on **MAY 12 1988**

Phil J. Saffar
Secretary of State

380507-004 (12/87)

INTERNAL SECURITY
SECTION
REGISTRATION UNIT

88 SEP 21 AM 1:33

RECEIVED
DEPT. OF JUSTICE
CRIMINAL DIVISION

CERTIFICATE OF INCORPORATION

OF

THE SCHMERTZ COMPANY, INC.

(Under Section 402 of the Business Corporation Law)

The undersigned incorporator, a natural person over the age of eighteen years, in order to form a corporation under the Business Corporation Law of the State of New York, certifies as follows:

1. Name. The name of the corporation is The Schmertz Company, Inc. (the "Corporation").

2. Purposes. The nature of the business and purposes to be conducted or promoted by the Corporation are to engage in, carry on and conduct any lawful act or activity for which corporations may be organized under the Business Corporation Law of New York, provided that the Corporation is not formed to engage and shall not engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

3. Office. The office of the Corporation is to be located in the City of New York, County of New York and State of New York.

4. Number and Designation of Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which are to be shares of one class, designated as Common Stock, par value of \$.01 per share.

5. Designation of Secretary of State; Mailing Address. The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is 285 Central Park West, New York, New York 10024.

6. Exculpation of Directors. To the fullest extent permitted by the Business Corporation Law now in effect and as amended from time to time, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty resulting from actions or omissions while serving as a director.

B639124
B639124

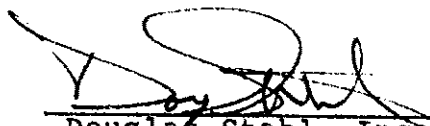
P H

P H

7. No Preemptive Rights. No holder of shares of capital stock of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of capital stock of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the Corporation.

8. Duration. The duration of the Corporation is to be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator subscribed this Certificate and affirms it as true under the penalties of perjury on this 10th day of May, 1988.



Douglas Stahl, Incorporator
237 Park Avenue
New York, New York 10017

PH

PH

CERTIFICATE OF INCORPORATION
OF
THE SCHMERTZ COMPANY, INC.

3

Under Section 402 of the
Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 12 1988

AMT. OF CHECK \$ 140
FILING FEE \$ 100
TAX \$ 10
COUNTY FEE \$ 20
COPY \$ 1
CERT \$ 1
REFUND \$ 1
SPEC HANDLE \$ 1

BY: [Signature]

8639124

[Handwritten signature]
[Handwritten signature]

MAY 11 3 AM '88

172395

MYERSON & KUHN
237 Park Avenue
New York, NY 10017

MAY 12 6 21 AM

BILLED

FILED

B Y - L A W S

OF

THE SCHMERTZ COMPANY, INC.

ARTICLE I

OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal office of The Schmertz Company, Inc. (the "Corporation") shall be in the City of New York, County of New York and State of New York.

SECTION 2. OTHER OFFICES. The Corporation may have such other offices and places of business, within or without the State of New York, as shall be determined by the Board of Directors of the Corporation (the "Board").

ARTICLE II

SHAREHOLDERS

SECTION 1. PLACE OF MEETINGS. Meetings of the shareholders may be held at such place or places, within or without the State of New York, as shall be fixed by the Board and stated in the Notice of the meeting.

SECTION 2. ANNUAL MEETING. Each annual meeting of shareholders for the election of directors and the transaction of such other business as may properly come before the meeting shall be held on the specific date, hour and place, within or without the State of New York, to be determined in advance by the Board and stated in the Notice of the meeting.

SECTION 3. NOTICE OF ANNUAL MEETING. Notice of the annual meeting shall be given to each shareholder entitled to vote at least twenty (20) days prior to the meeting.

SECTION 4. SPECIAL MEETINGS. Special meetings of the shareholders for any purpose or purposes may be called by the Chairman of the Board or President and must be called upon receipt by the Corporation of the written request of the holders of twenty-five (25%) percent of the Corporation's capital stock then outstanding and entitled to vote.

SECTION 5. NOTICE OF SPECIAL MEETING. Notice of a special meeting, stating the time, place and purpose or purposes thereof, shall be given to each shareholder entitled to vote at least twenty (20) days prior to the meeting. The notice shall also set forth at whose direction it is being issued.

SECTION 6. QUORUM. At any meeting of the shareholders, the holders of one third (1/3) of the shares of capital stock then entitled to vote shall constitute a quorum for all purposes, except as otherwise provided by law or the Certificate of Incorporation.

SECTION 7. VOTING. At each meeting of the shareholders, every holder of capital stock then entitled to vote may vote in person or by proxy and, except as may be otherwise provided by the Certificate of Incorporation, shall have one (1) vote for each share of capital stock registered in its or his name.

SECTION 8. ADJOURNED MEETINGS. Any meeting of shareholders may be adjourned to a designated time and place by a vote of a majority in interest of the shareholders present in person or by proxy and entitled to vote, even if less than a quorum is present. No notice of an adjourned meeting need to be given, other than by announcement at the meeting, and any business may be transacted at the rescheduled meeting that might have been transacted at the meeting as originally called.

SECTION 9. ACTION BY WRITTEN CONSENT OF SHAREHOLDERS. Whenever by any provision of statute or of the Certificate of Incorporation or of these By-Laws, the vote of shareholders at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of shareholders may be dispensed with if all the shareholders who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken.

ARTICLE III

DIRECTORS

SECTION 1. NUMBER. The initial number of directors of the Corporation shall be one (1). Thereafter, the number of directors shall be determined from time to time by the shareholders or a majority of the Board. The number of directors shall be increased to three (3) at any time when the Corporation has more than one (1) shareholder. Directors shall hold office for the term of one (1) year and until their successors are elected and qualify.

SECTION 2. POWERS. The Board may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers and the management of the affairs of the Corporation as it may deem proper, not inconsistent with the laws of the State of New York, the Certificate of Incorporation or these By-Laws.

In addition to the powers and authorities by these By-Laws expressly conferred upon them, the directors may exercise all such powers of the Corporation and do such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the shareholders.

SECTION 3. MEETING, QUORUM. Meetings of the Board may be held at any place, either within or outside the State of New York, provided a quorum is in attendance. Except as may otherwise be provided by the Certificate of Incorporation or by the Business Corporation Law, one half (1/2) of the directors in office shall constitute a quorum at any meeting of the Board and the vote of a majority of a quorum of directors shall constitute the act of the Board.

The Board may hold an annual meeting, without notice, immediately after the annual meeting of shareholders. Regular meetings of the Board may be established by a resolution adopted by the Board. The Chairman of the Board (if any) or the President or Secretary may call, and at the request of any two (2) directors must call a special meeting of the Board, five (5) days' notice of which shall be given by mail, or two (2) days' notice personally or by telegraph or cable to each director.

SECTION 4. VACANCIES, REMOVAL. Except as otherwise provided in the Certificate of Incorporation or in the following paragraph, vacancies occurring in membership of the Board, from whatever cause arising (including vacancies occurring by reason of the removal of directors without cause and newly created directorships resulting from any increase in the authorized number of directors), may be filled by a majority vote of the remaining directors, though less than a quorum, or such vacancies may be filled by the shareholders.

Except where the Certificate of Incorporation contains provisions authorizing cumulative voting for the election of one or more directors by class or their election by holders of bonds, or require all action by shareholders to be by a greater vote, any one or more of the directors may be removed (a) either for or without cause, at any time, by vote of the shareholders holding a majority of the outstanding stock of the Corporation entitled to vote, present in person or by proxy, at any special meeting of the shareholders or (b) for cause, by action of the Board at any regular or special meeting of the Board. A vacancy or vacancies occurring from such removal may be filled at a regular or special meeting of shareholders or at a regular or special meeting of the Board.

SECTION 5. COMMITTEES. The Board, by resolution adopted by a majority of the entire Board, may designate from its members an executive committee or other committees, each consisting of two (2) or more members, with such powers and authority (to the extent permitted by law) as may be provided in the authorizing resolution.

SECTION 6. ACTION BY WRITTEN CONSENT OF DIRECTORS. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolutions and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

SECTION 7. CONFERENCE TELEPHONE. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

OFFICERS

SECTION 1. EXECUTIVE OFFICERS. The executive officers of the Corporation shall be a President, one or more Vice-Presidents, a Treasurer and a Secretary, all of whom shall be elected annually by the directors, who shall hold office at the pleasure of the directors. In addition, the Board may elect a Chairman of the Board of Directors. Except for the offices of President and Secretary. Any two offices or more may be held by one (1) person, provided that when when all of the issued and outstanding sharer of capital stock of the corporation are owned by one person, such person may hold all or any combination of offices. All vacancies occurring among any of the officers shall be filled by the Board. Any officer may be removed at any time by the affirmative vote of a majority (unless the Certificate of Incorporation requires a larger vote) of the directors present at a regular meeting of directors or at a special meeting of directors called for the purpose.

SECTION 2. OTHER OFFICERS. The Board may appoint such other officers and agents with such powers and duties as it shall deem necessary.

SECTION 3. THE CHAIRMAN OF THE BOARD. The Chairman of the Board of Directors, if one be elected, shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board, and he shall have and perform such other duties as from time to time may be assigned to him by the Board.

SECTION 4. THE PRESIDENT. The President shall, in the absence or non-election of a Chairman of the Board, preside at all meetings of the shareholders and the Board. When the Board is not in session, he shall have general management and control of the business and affairs of the Corporation, subject to the direction of the Board and the oversight of the Chairman of the Board, if one be elected.

SECTION 5. THE VICE PRESIDENT. The Vice President, or if there be more than one, the executive and or senior Vice President, as determined by the Board, in the absence or disability of the President, shall exercise the powers and perform the duties of the President, and each Vice President shall exercise such other powers and perform such other duties as shall be prescribed by the Board.

SECTION 6. THE TREASURER. The Treasurer shall have custody of all funds, securities and evidence of indebtedness of the Corporation; shall receive and give receipts and acquittances for moneys paid in on account of the Corporation, and shall pay out of the funds on hand all bills, payrolls and other just debts of the Corporation, of whatever nature, upon maturity; shall enter regularly in books to be kept by him for that purpose, full and accurate accounts of all moneys received and paid out on account of the Corporation, and shall perform all other duties incident to the office of Treasurer and as may be prescribed by the Board.

SECTION 7. THE SECRETARY. The Secretary shall keep the minutes of all proceedings of the Board and of the shareholders; shall attend to the giving and serving of all notices to the shareholders and directors or other notice required by law or by these By-Laws; shall affix the seal of the Corporation to deeds, contracts and other instruments in writing requiring a seal, when duly signed or when so ordered by the Board; shall have charge of the stock books and such other books and papers as the Board may direct, and shall perform all other duties incident to the office of Secretary.

SECTION 8. SALARIES. The salaries of all officers shall be fixed by the Board, and the fact that any officer is a director shall not preclude him from receiving a salary as an officer, or from voting upon the resolution providing the same.

ARTICLE V

CAPITAL STOCK

SECTION 1. FORM AND EXECUTION OF CERTIFICATES.

Certificates of stock shall be in such form as required by the Business Corporation Law and as shall be adopted by the Board. They shall be numbered and registered in the order issued; shall be signed by the Chairman of the Board (if any) or by the President or a Vice President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer and may be sealed with the corporate seal or a facsimile thereof. When such a certificate is countersigned by a transfer agent or registered by a registrar, the signatures of any such officers may be facsimile.

SECTION 2. TRANSFER. Transfer of shares shall be made only upon surrender of the certificate or certificates for such shares properly assigned for transfer.

SECTION 3. LOST OR DESTROYED CERTIFICATES. The holder of any certificate representing shares of stock of the Corporation may notify the Corporation of any loss, theft or destruction thereof, and the Board may thereupon, in its discretion, cause a new certificate for the same number of shares to be issued to such holder upon satisfactory proof of such loss, theft or destruction and the deposit of indemnity by way of bond or otherwise, in such form and amount and with such surety or sureties as the Board may require, to indemnify the Corporation against loss or liability by reason of the issuance of such new certificates.

SECTION 4. RECORD DATE. In lieu of closing the books of the Corporation, the Board may fix, in advance, a date, not exceeding fifty (50) days, nor less than twenty (20) days, as the record date for the determination of shareholders entitled to receive notice of, or to vote, at any meeting of shareholders, or to consent to any proposal without a meeting, for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action.

ARTICLE VI

INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF OFFICERS AND DIRECTORS. The Corporation shall indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he, his testator or

intestate, is or was a director or officer of the Corporation, or of any other corporation which he served as such at the request of the Corporation, against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, to the fullest extent and in the manner set forth in and permitted by the Business Corporation Law and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article VI, Section 1 shall be deemed to be a contract between the Corporation and each director and officer who serves in such capacity at any time while this Section 1 and the relevant provisions of the Business Corporation Law and other applicable law, if any, are in effect, and, except to the extent otherwise required by law, any repeal or modification thereof shall not affect any rights or obligations then existing or thereafter arising with respect to any state of facts then or theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

SECTION 2. INDEMNIFICATION OF OTHERS. The Board in its discretion shall have power on behalf of the Corporation to indemnify any person, other than a director or officer, made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was an employee of the Corporation.

SECTION 3. INSURANCE. The Board in its discretion shall have the power to purchase and maintain insurance in accordance with, and subject to, the provisions of Section 727 of the Business Corporation Law.

ARTICLE VII

MISCELLANEOUS

SECTION 1. DIVIDENDS. The Board may declare dividends from time to time upon the capital stock of the Corporation from the surplus or net profits available therefor.

SECTION 2. SEAL. The directors shall provide a suitable corporate seal which shall be used as authorized by these By-Laws.

SECTION 3. FISCAL YEAR. The fiscal year of the Corporation shall end on December 31 in each year.

SECTION 4. CHECKS, NOTES, ETC. Checks, notes, drafts, bills of exchange and orders for the payment of money shall be signed or endorsed in such manner as shall be determined by the Board.

The funds of the Corporation shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed in such manner, as may be determined from time to time by the Board.

SECTION 5. NOTICE AND WAIVER OF NOTICE. Any notice required to be given under these By-Laws may be waived by the person entitled thereto, in writing, by telegram, cable or telecopy, and the presence of any person at a meeting shall constitute waiver of notice thereof as to such person.

Whenever any notice is required by these By-Laws to be given, personal notice is not required unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing it postpaid in a post office or post box, addressed to such shareholder, officer or director, at such address as appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such deposit.

ARTICLE VIII

AMENDMENTS

The By-Laws may be altered, amended, supplemented or repealed, or new By-Laws may be adopted, by plurality vote of the holders of the shares entitled to vote in the election of directors. The By-Laws may also be altered, amended, supplemented or repealed, or new By-Laws may be adopted, by the Board. Any By-Laws adopted, altered, amended, or supplemented by the Board may be altered, amended, or supplemented or repealed by the shareholders entitled to vote thereon.

THE SCHMERTZ COMPANY, INC.

Written Consent in Lieu of
First Meeting of the
Board of Directors

The undersigned, being the sole director of THE SCHMERTZ COMPANY, INC., a New York corporation (the "Corporation"), hereby consents, pursuant to Section 708(b) of the Business Corporation Law of the State of New York, to the adoption of the following resolutions taking or authorizing the actions specified therein:

1. Election of Officer.

RESOLVED that Herbert Schmertz is hereby elected to the offices of Chairman of the Board, President, Treasurer and Secretary of the Corporation, to serve in accordance with the By-laws.

2. Corporate Seal Adopted.

RESOLVED that the seal containing the name of the Corporation and the words and figures "Corporate Seal - New York - 1988," an impression of which has been made in the margin hereof, is approved and adopted as the corporate seal of the Corporation.

3. Form of Certificate to Represent Shares Adopted.

RESOLVED that the form of certificate to represent shares of Common Stock, par value \$.01 per share, of the Corporation, a specimen of which is annexed hereto as Exhibit A, is approved and adopted as the form of certificate to represent such shares.

4. Executive Office Established.

RESOLVED that the executive office of the Corporation be established at 285 Central Park West, New York, New York 10024.

5. Filing of Tax Certificate Authorized.

RESOLVED that the President of the Corporation is authorized to prepare, execute and file on behalf of the Corporation the certificate required by Section 275-a of the Tax Law of the State of New York.

6. Fiscal Year Adopted

RESOLVED that the fiscal year of the Corporation shall terminate on the last day of December in each year. .

7. Approval of Stock Issuance.

RESOLVED that the Corporation is authorized to issue to Herbert Schmertz one-hundred (100) shares of Common Stock, par value \$.01 per share, of the Corporation at a purchase price per share of \$1.00, or \$100 in the aggregate, and that all of such shares when so issued shall be duly and validly issued, fully paid and nonassessable.

8. Subchapter S Election.

RESOLVED that the Corporation is hereby authorized to join with Herbert Schmertz (in his capacity as sole shareholder of the Corporation) in the execution and filing with the Internal Revenue Service and the New York State Department of Taxation and Finance separate Elections by Small Business Corporations on Form 2553 and Form CT-6, respectively.

9. Depository of Corporation's Funds Selected.

RESOLVED that the resolutions contained in the certificate annexed hereto as Exhibit B pertaining to a bank account of the Corporation and appointing Citibank, N.A. as depository of the Corporation's funds for the accounts therein specified and authorizing Herbert Schmertz to execute instruments drawing upon such deposits are hereby in all respects adopted as the resolutions of this Board of Directors; and the President of the Corporation is hereby authorized to execute and deliver such certificate to said bank.

10. Engagement of Accountant.

RESOLVED that the Corporation is hereby authorized to engage Samuel Goldstein, CPA, to act as the independent certified public accountant of the Corporation.

11. Asset Purchase Agreement

RESOLVED that the Corporation is hereby authorized to enter into agreements providing for the rendering of public relations services on behalf of such clients and on such terms as the President of the Corporation may determine.

12. Further Authorization.

RESOLVED that the President of the Corporation is authorized and directed to do and perform all such further acts and things and to sign all such further documents and certificates and take all such other steps as may be necessary or advisable and proper to carry out the intent and purposes of the foregoing resolutions.

Herbert Schmertz

Date: May 12, 1988