FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<TABLE>

Name and Address of Reporting Person 2. Issuer Name and Times or Trading Symbol 5. Relationship of Reporting Parson (s) to Issuer (Chast) (Piret) (Piret	Bacchi (Last) 665 Bro (St New York (City) Title of 2. Security	Robert (First) oadway treet) New York (State)	(Middle)		eB2F I.R.S. Ic cation Nu of Report Person,	3 Commerce dentifications and the commerce and the commer	ce, Inc. a- 4	(EBTE	3) atement hth/Day/	for /Year	6.	Per (Ch	cson(s) to Issue neck all applica Director [} Officer [(give title below)	er able) X] 10% Owner] Other (specify below) ing Officer	
(Cast) (Pirst) (Middle) 3. L.R.S. Identification Number (Street) (Mew York (City) Title of 2. Security	oadway treet) New York (State)	10012	3.	cation Nu of Report Person,	umber ling if an	у)	Mor	nth/Day/	Year/		[]	Director [] Officer [(give title below)	X] 10% Owner] Other (specify below) ing Officer	
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Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Owned Title of 2. Trans	Title of 2. Security												Reporting Pers Form filed by Reporting Pers	son More than O son	
Title of 2. Trans— 2A. Deemed 3. Trans— 4. Securities Acquired 5. Anount of 6. Ownership 7. Nature of Cacurity action Descution action (A) or Disposed of (D) Securities Form Direct Indirect (Instr. 3) Date Date, if any Code (Instr. 3, 4 and 5) Date Date, if any Code (Instr. 3, 4 and 5) Date Date, if any Code (Instr. 3, 4 and 5) Date Date, if any Code (Instr. 8) Date Date, if any Code (Instr. 8) Date Date, if any Code (Instr. 8) Date Date, if any Code (Instr. 3, 4 and 5) Date Date Date Date Date Date Date Date	Title of 2. Security			Derivat	ive Securi	ities Ac	quired, 1	ispos	sed of,	or Be	neficial		Owned		
mmon Stock, 10001 par value 11/12/02 9/1/02 C 111,404 A (1) 177,404 D mmon Stock, 10001 par value 11/12/02 9/1/02 C 50,000 A (1) 80,000 I members minder: Report on a separate line for each class of securities beneficially owned directly or indirectly. If the form is filed by more than one reporting person, see Instruction 4(b)(v). Acquired as a result of the automatic conversion of an aggregate of 1000 shares of Series D preferred stock (31,750 shares owned directly and 250 shares owned indirectly) which occurred as a result of the filing by 150 shares of an amendment to the Series D preferred stock had a face value 150.00 and was convertible into 3.5087718 shares of common stock. MM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) MBLES PPICON CC Title of 2. Conversion 3. Transaction 3A. Deemed 4. Transaction 5. Number of Derivative or Exercise Date Execution Code Derivative Security Price of (Month/Day/ Bate, if (Instr. 8) Securities (Instr. 3) Derivative Year) any (Month/ Day/Year) Disposed of (D) (Instr. 3, 4 and 5)		action Date (Month/Day/	2A. Deemed Execution Date, if a	3 n any	3. Trans- 4. Securities (A) or Di Code (Instr. 3			es Acquired 5. A isposed of (D) S 3, 4 and 5) B O F R T		5. Am Se Be Ow Fo Re	Amount of Securities Beneficiall Owned Following Reported Transaction	6. ly n(s)	6. Ownership 7 Form: Direct y (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficia Ownership	
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mon Stock, 001 par value 11/12/02 9/1/02 C 50,000 A (1) 80,000 I members inder: Report on a separate line for each class of securities beneficially owned directly or indirectly. f the form is filed by more than one reporting person, see Instruction 4(b)(v). ABALE> Acquired as a result of the automatic conversion of an aggregate of 000 shares of Series D preferred stock (31,750 shares owned directly and 250 shares owned indirectly) which occurred as a result of the filing by 1 issuer of an amendment to the Series D perferred stock had a face value \$10.00 and was convertible into 3.5087718 shares of common stock. M 4 (continued) able II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) BLE> PTION> CD	001 par value				С	111,	404	A	(1)		177,404		D		
dinder: Report on a separate line for each class of securities beneficially owned directly or indirectly. f the form is filed by more than one reporting person, see Instruction 4(b)(v). ABLE> Acquired as a result of the automatic conversion of an aggregate of 000 shares of Series D preferred stock (31,750 shares owned directly and 250 shares owned indirectly) which occurred as a result of the filing by issuer of an amendment to the Series D preferred stock had a face value \$10.00 and was convertible into 3.5087718 shares of common stock. M 4 (continued) able II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) BLE> PTION> C> C> C> C> C> C> C> C> C> Title of 2. Conversion 3. Transaction 3A. Deemed 4. Transaction 5. Number of Derivative or Exercise Date Execution Code Derivative Security Price of (Month/Day/ Date, if (Instr. 8) Securities (Instr. 3) Derivative Year) Day/Year) Disposed of (D) (Instr. 3, 4 and 5)	mon Stock,				С	50,	000	Α	(1)		80,000		I		
CC>	minder: Report If the form is TABLE> Acquired as ,000 shares of ,250 shares ove e issuer of ar vember 12, 200 \$10.00 and wa RM 4 (continue Table II - Den (e.g., ABLE>	t on a separa s filed by mo s a result of f Series D pr wned indirect n amendment t 02. Each sha as convertibl ed)	te line for e re than one r the automati eferred stock ly) which occ o the Series re of Series e into 3.5087	ach cla eportin c conve (31,75 urred a D certi D prefe 718 sha	ss of sect g person, rsion of a 0 shares of s a result ficate of rred stock res of com	an aggree owned di tof the designa k had a :	benefici. truction gate of rectly a filing l tion on face val ck.	ally of 4 (b) of add by	owned di		y or ind	ired	etly.		
	> Title of Derivative Security	<c> 2. Conve or Ex Price Deriv</c>	rsion 3. ercise of ative	Trans Date (Mont		3A.	Execution Date, is any (Mor	on : nth/	4.	Code	r. 8)		5. Number of Derivativ Securitie Acquired Disposed (Instr. 3	ve es (A) or of (D) 3, 4 and 5)	
									Cc	ode	V		(A)	(D)	

9/1/02

С

31,750

11/12/02

Series D convertible

(1)

\$.0001 par value

of Underlying Securities		Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 4)		Ownership 11. Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares						
ommon Stock	111,404			-0-		D	
				-0-		I	By family members
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14,250 shares owned indirectly) which occurred as a result of the filing by the issuer of an amendment to the Series D certificate of designation on November 12, 2002. Each share of Series D preferred stock had a face value of \$10.00 and was convertible into 3.5087718 shares of common stock.

/s/ Robert Bacchi November 15, 2002 **Signature of Reporting Person Date

 ${\tt **} {\tt Intentional \; misstatements \; or \; omissions \; of \; facts \; constitute \; Federal \; Criminal}$ Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.