

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**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**OMB APPROVAL**OMB 3235-  
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(Print or Type Responses)

1. Name and Address of Reporting Person Spaeth Penny (Last) (First) (Middle) C/O YP CORP., 4840 EAST JASMINE STREET, SUITE 105 (Street) MESA, AZ 85205 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/30/2004	3. Issuer Name and Ticker or Trading Symbol YP CORP [YPNT]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer	5. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4) Common Stock	2. Amount of Securities Beneficially Owned (Instr. 4) 100,000	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.


**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spaeth Penny C/O YP CORP. 4840 EAST JASMINE STREET, SUITE 105 MESA, AZ 85205			Chief Operating Officer	

**Signatures**

/s/ Jere M. Friedman, Attorney-in-Fact		11/19/2004
 Signature of Reporting Person		Date

Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

Exhibit 24.1 - Power of Attorney

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**Power of Attorney**

The undersigned (the "Reporting Person") hereby constitutes and appoints Daniel M. Mahoney and Jere M. Friedman, and each of them, or such other person or entity as is designated in writing by Daniel M. Mahoney or Jere M. Friedman, as the Reporting Person's true and lawful attorneys-in-fact to:

(1) prepare, execute, and timely file for and on behalf of such Reporting Person individually, or jointly together with any other persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4, and Form 5), and any amendment or amendments thereto, that such Reporting Person may be required to file with the Securities and Exchange Commission and any securities exchange or trading market pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Securities Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to such Reporting Person's ownership of, or transactions in, securities of YP Corp., a Nevada corporation (the "Company"), that are (or that may be deemed to be) beneficially owned (directly or indirectly) by such Reporting Person; and

(2) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, such Reporting Person, it being understood that the documents executed by such attorneys-in-fact on behalf of such Reporting Person pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The Reporting Person hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such Reporting Person might or could do if personally present, hereby ratifying and confirming all that such attorneys-in-fact, or such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The authority of the attorneys-in-fact or such attorneys-in-fact's substitute or substitutes under this Power of Attorney with respect to the Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Company, unless earlier revoked in writing by the Reporting Person.

The Reporting Person acknowledges that neither of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, nor the Company assumes (i) any of such Reporting Person's responsibilities to comply with the Securities Act or the Exchange Act; (ii) any liability of such Reporting Person for any failure to comply with such requirements; or (iii) any obligation or liability of such Reporting Person for profit disgorgement under Section 16(b) of the Exchange Act or for any other liabilities under the Securities Act or Exchange Act. The Reporting Person also acknowledges that this Power of Attorney does not relieve such Reporting Person from responsibility for compliance with such Reporting Person's obligations under the Securities Act or the Exchange Act including, without limitation, the reporting requirements of Section 13 and Section 16 of the Exchange Act.

IN WITNESS WHEREOF, the Reporting Person has caused this Power of Attorney to be executed as of the date set forth beside such Reporting Person's name.

November 16, 2004

/s/ Penny Spaeth

Penny Spaeth

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