

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

SCHEDULE 13G
(Amendment No. 1)

Under the Securities Exchange Act of 1934

Programmers Paradise, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

743205-10-6
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out or a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Name of Reporting Person ROI Capital Management, Inc.
IRS Identification No. of Above Person 68-0269547

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

California

5 Sole Voting Power

639,000

NUMBER OF 6 Shared Voting Power
SHARES

BENEFICIALLY -0-

OWNED BY EACH

REPORTING 7 Sole Dispositive Power

PERSON WITH

639,000

8 Shares Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting
Person

639,000

10 Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares* []

11 Percent of Class Represented by Amount in Row 9

13.2

12 Type of Reporting Person*

CO, IA

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1 Name of Reporting Person Mark T. Boyer
IRS Identification No. of Above Person

2 Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3 SEC USE ONLY

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

639,000

NUMBER OF 6 Shared Voting Power

SHARES

BENEFICIALLY -0-

OWNED BY EACH

REPORTING 7 Sole Dispositive Power

PERSON WITH

639,000

8 Shares Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting
Person

639,000

10 Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares* []

11 Percent of Class Represented by Amount in Row 9

13.2

12 Type of Reporting Person*

IN

CUSIP No. 743205-10-6 SCHEDULE 13G Page 4 of 8

1 Name of Reporting Person Mitchell J. Soboleski
IRS Identification No. of Above Person

2 Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3 SEC USE ONLY

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

639,000

NUMBER OF 6 Shared Voting Power

SHARES
BENEFICIALLY -0-
OWNED BY EACH
REPORTING 7 Sole Dispositive Power
PERSON WITH
639,000

8 Shares Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting
Person

639,000

10 Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares* []

11 Percent of Class Represented by Amount in Row 9

13.2

12 Type of Reporting Person*

IN

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Item 1(a). Name of Issuer.

Programmers Paradise, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices.

1163 Shrewsbury Avenue, Shrewsbury, NJ 07702

Item 2(a). Names of Persons Filing.

Mitchell J. Soboleski, Mark T. Boyer and ROI Capital
Management, Inc.

Item 2(b). Address of Principal Business Office or, if none,
Residence.

The business address of Mitchell Soboleski, Mark T. Boyer
and ROI Capital Management, Inc. is 17 E. Sir Francis Drake
Blvd., Suite 225, Larkspur, CA 94939.

Item 2(c). Citizenship.

Mitchell J. Soboleski and Mark T. Boyer are United States
citizens. ROI Capital Management, Inc. is a California
corporation.

Item 2(d). Title of Class of Securities.

Common Stock

Item 2(e). CUSIP Number.

743205-10-6

Item 3. If this statement is filed pursuant to 240.13d-1(b)
or 240.13d-2(b) or (c), check whether the person filing is a:

(a) [] Broker or dealer registered under section 15 of the
Act (15 U.S.C. 78o).

(b) [] Bank as defined in section 3(a)(6) of the Act (15
U.S.C. 78c).

(c) [] Insurance company as defined in section 3(a)(19) of
the Act (15 U.S.C. 78c).

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(d) [] Investment company registered under section 8 of the
Investment Company act of 1940 (15 U.S.C. 80a-8).

(e) [X] An investment adviser in accordance with 240.13d-

1(b) (1) (ii) (E) (with respect to ROI Capital Management, Inc. only).

(f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b) (1) (ii) (F).

(g) A parent holding company or control person in accordance with 240.13b-1(b) (1) (ii) (G) (with respect to Mitchell J. Soboleski and Mark T. Boyer only).

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) Group, in accordance with 240.13d-1(b) (1) (ii) (J).

If this statement is filed pursuant to Section 240.13d-1(c), check this box

Item 4. Ownership.

Reference is made hereby made to Items 5-9 and 11 of pages two (2), three (3) and four (4) of this Schedule 13G, which Items are incorporated by reference herein.

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

ROI Capital Management, Inc. is deemed to be the beneficial owner of the number of securities reflected in Item 5-9 and 11 of page two (2) of this Schedule 13G pursuant to separate arrangements whereby it acts as investment adviser to certain persons, including ROI Partners, L. P. Each person for whom ROI Capital Management, Inc. acts as investment adviser has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock purchased or held pursuant to such arrangements. Mitchell J. Soboleski & Mark T. Boyer are deemed to be the beneficial owners of the number of securities reflected in Items 5-9 and 11 on pages three (3) and four (4) of this Schedule 13G pursuant to their ownership interest in ROI Capital Management, Inc.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

(a) By signing below, ROI Capital Management, Inc. certifies that, to the best of its knowledge and belief, the securities referred to above on page two (2) of this Schedule 13G were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) By signing below, Mitchell J. Soboleski and Mark T. Boyer certify that, to the best of their respective knowledge and believe, the securities referred to above on pages three (3) and four (4), respectively, of this Schedule 13G were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of their respective knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 19, 1999

MITCHELL J. SOBOLESKI

/s/ Mitchell J. Soboleski

By: Mitchell J. Soboleski

DATED: February 19, 1999

MARK T. BOYER

/s/ Mark T. Boyer

By: Mark T. Boyer

DATED: February 19, 1999

ROI CAPITAL MANAGEMENT, INC.

/s/ Mitchell J. Soboleski

By: Mitchell J. Soboleski
its: Secretary