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Florida Department of State
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

TIMNET USA INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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**PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION
TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

Pursuant to the provisions of section 607.1504 of the Florida Statutes (the "Florida Statutes") the undersigned corporation adopts the following amendment to its Application for Authorization to Transact Business in Florida (the "Application");

1. The name of the Corporation is Timnet USA Inc. (the "Corporation"), Document #F02000002563.
2. The Corporation was incorporated under the laws of New Jersey.
3. The Corporation was authorized to transact business in Florida on May 23, 2002.
4. The following Amendment was effected under the laws of New Jersey on March 12, 2004.
5. Item 1 of the Corporation's Application is hereby deleted and replaced by a new Item 1, as follows:

"1. The name of the Corporation is Blah! Inc. (the "Corporation")."

6. Except as hereby amended, the Application of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned have executed this Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida of Timnet USA Inc. as of this 16th day of April, 2004.

TIMNET USA INC.,
a New Jersey corporation

By: 

Print Name: FEDERICO MASSAMORA

Title: PRESIDENT / CEO

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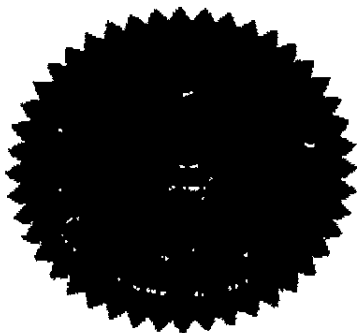
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

BLAH! INC.

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Name Change
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
20th day of April, 2004



John E McCormac, CPA
State Treasurer

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
TIMNET USA, INC.

FILED

MAR 18 2004

State Treasurer,

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes (the "Statutes"), the undersigned corporation hereby executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the Corporation is **timnet USA, Inc.** (the "Corporation"), Charter # F02000002563.

2. The following amendments to the Certificate of Incorporation were adopted and approved by written consent of the Board of Directors of the Corporation and thereafter adopted by the sole shareholder of the Corporation on February 2, 2004:

3. The First Article of the Corporation's Certificate of Incorporation is hereby deleted and replaced by a new First Article, as follows:

"FIRST: The name of the Corporation (hereinafter called the "Corporation") is **Blah! Inc.**"

4. The Third Article of the Corporation's Certificate of Incorporation is hereby deleted and replaced by a new Third Article, as follows:

"THIRD: The aggregate number of shares of stock which the Corporation shall have authority to issue is 194,742 (One Hundred, Ninety Four Thousand, Seven Hundred and Forty Two) shares. The par value of each such share is One Hundred Dollars (\$100.00). All of such shares are of one class and are shares of Common Stock."

5. The total number of shares outstanding at the time of adoption of the amendment was 149,446 (One Hundred, Forty Nine Thousand, Four Hundred Forty Six) shares. The total number of shares entitled to vote thereon was 149,446 (One Hundred, Forty Nine Thousand, Four Hundred Forty Six) shares.

6. The number of shares voting for and against such amendment is as follows:

a) Number of shares voting for the amendment: 149,446

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(One Hundred, Forty Nine Thousand, Four Hundred Forty Six)

b) Number of shares voting against the amendment: 0 (zero).

7. Except as hereby amended, the Certificate of Incorporation of the Corporation shall remain the same.

8. The effective date of this amendment shall be upon the filing of this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Certificate of Incorporation of timnet USA, Inc. as of this 13th day of March, 2004.

timnet USA, Inc.
a New Jersey Corporation

By: 

Print Name: FEDERICO VISANI MASSAMORRONE

Title: CEO / PRESIDENT

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