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BASIC AMENDMENT

D-CONTENT CORP.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

H05000214871

D-Content Corp.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE I NAME

The name of the corporation shall be:

D-Content Corp.

Is amended to read as follows:

ARTICLE I NAME

The name of the corporation shall be:

B-Content Corp.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Prepared By:

Bruce B. Hubbard
17 East John St.
Hicksville, New York 11801
1-800-796-3453

H05000214871

THIRD: The Date of each amendment's adoption: September 8, 2005

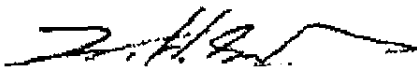
FOURTH: Adoption of Amendment(s) (CHECK ONE):

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient
for approval by _____,"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 8th day of September, 2005

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Tzvi Schachter

Typed or printed name

President/Director

Title