Blink Technologies, Inc.
Form 10-Q/A
July 11, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 10-Q/A

(Amendment No. 1)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

Blink Technologies, Inc.

(Exact name of registrant as specified in Charter)

Nevada	**000-53564**	**26-1395403**
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(IRS Employee Identification No.)

5536 S. Ft. Apache #102

Las Vegas, NV 89148

(Address of Principal Executive Offices)

(949) 903-9144

(Issuer Telephone number)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ¨ No x

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ¨ No x

Indicate by check mark whether the registrant is a larger accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	x

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. Yes ¨ No x

Indicate the number of shares outstanding of each of the registrant’s classes of common stock, as of the latest practicable date. At June 25, 2014 the registrant had outstanding 43,950,602 shares of common stock, $.0001 par value per share. The registrant’s common stock is listed under the symbol “PUNK.PK”.

EXPLANATORY NOTE

This 10-Q is being amended to amend certain portions of the Notes to the Condensed Consolidated Financial Statements and the Management's Discussion and Analysis of Financial Condition and Results of Operations.

No other changes have been made to the Form 10-Q. This amendment speaks as of the original filing date of the Form 10-Q, does not, unless noted by date, reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the Form 10-Q.

BLINK TECHNOLOGIES, INC.

FORM 10-Q

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION

PART II – OTHER INFORMATION

Item 1. Financial Statements.

Blink Technologies, Inc. (FKA: ePunk, Inc.)
Condensed Consolidated Balance Sheets

	March 31, 2013 (Unaudited)	September 30, 2012
ASSETS		
Current assets:		
Cash	$ 7,051	$ 226,738
Other current assets	8,644	17,289
Total current assets	15,695	244,027
Assets from discontinued operations	130,459	152,258
Total assets	$ 146,154	$ 396,285
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities	$ 4,325	$ 15,841
Accrued interest	21,078	11,430
Convertible notes payable	285,956	133,821
Promissory note	100,000	197,859
Liabilities from discontinued operations	418,449	150,596
Total current liabilities	829,808	509,547
Total liabilities	829,808	509,547
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock, $0.0001 par value; 25,000,000 shares authorized; none issued and outstanding at March 31, 2013 and September 30, 2012	-	-
Common stock, $0.0001 par value; 200,000,000 shares authorized; issued and outstanding 46,160,602 and 46,003,671 at March 31, 2013 and September 30, 2012, respectively	4,616	4,600
Deferred stock compensation	-	(56,500)
Additional paid-in capital	1,230,495	1,090,360
Accumulated deficit	(1,918,765)	(1,151,722)

Total stockholders' deficit		(683,654)		(113,262)
Total liabilities and stockholder's deficit	$	146,154	$	396,285

The accompanying unaudited notes are an integral part of these financial statements

Blink Technologies, Inc. (FKA: ePunk, Inc.)
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012	Six Months Ended March 31, 2013	Six Months Ended March 31, 2012
Net sales	$ -	$ -	$ -	$ -
Cost of sales	-	-	-	-
Gross profit	-	-	-	-
Operating expenses:				
General and administrative	128,933	9,383	221,620	14,971
Operating loss	(128,933)	(9,383)	(221,620)	(14,971)
Other income (expense):				
Interest expense - other	(7,499)	(7,239)	(12,339)	(13,169)
Interest expense - accretion of debt discount	-	(65,946)	-	(65,946)
Total other income (expense)	(7,499)	(73,185)	(12,339)	(79,115)
Loss before income taxes	(136,432)	(82,568)	(233,959)	(94,086)
Income tax provision (benefit)	-	-	-	-
Loss from continuing operations	(136,432)	(82,568)	(233,959)	(94,086)
Loss from discontinued operations	(243,976)	(61,610)	(533,084)	(140,675)
Net loss	$ (380,408)	$ (144,178)	$ (767,043)	$ (234,761)
Basic and diluted loss per common share:				
Continuing operations	$ (0.003)	$ (0.003)	$ (0.005)	$ (0.003)
Discontinued operations	(0.005)	(0.002)	(0.012)	(0.005)
Total	$ (0.008)	$ (0.005)	$ (0.017)	$ (0.008)
Weighted average common shares outstanding - basic	46,132,022	30,048,534	46,093,985	30,028,559
The shares listed below were not included in the computation of diluted losses per share because to do so would have been antidilutive for the periods presented:				

Convertible promissory notes	2,270,571	1,696,662	2,270,571	1,696,662

The accompanying unaudited notes are an integral part of these financial statements

5

Blink Technologies, Inc. (FKA: ePunk, Inc.)
Condensed Consolidated Statements of Cash Flows (Unaudited)

	Six Months Ended March 31,	
	2013	**2012**
Cash flows from operating activities:		
Loss on continuing operations	$ (233,959)	$ (94,086)
Loss on discontinued operations	(533,084)	(140,675)
Reconciliation to net cash provided by (used in) continuing operations:		
Depreciation and amortization	7,103	3,180
Amortization of debt discount due to beneficial conversion feature	265,288	65,946
Common stock issued for services	196,651	-
Changes in assets and liabilities:		
Accounts receivable	-	(181,158)
Inventory	960	(6,191)
Other current assets	6,999	(5,540)
Deposits	15,382	(6,392)
Accounts payable	49,651	344,911
Accrued interest	8,922	13,169
Net cash (used) provided by operating activities	(216,087)	(6,836)
Cash flows from investing activities:		
Capital expenditures, net	-	(26,655)
Net cash used by investing activities	-	(26,655)
Net cash provided by financing activities:		
Proceeds from convertible promissory notes	152,135	49,559
Proceeds from promissory notes	2,141	245,000
Payment of promissory notes	(100,000)	-
Proceeds from revolving credit facility	93,650	-
Payments of revolving credit facility	(151,526)	-
Net cash provided by financing activities	(3,600)	294,559
Net increase in cash	(219,687)	261,068
Cash - beginning of period	226,738	18,206
Cash - end of period	$ 7,051	$ 279,274
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
CASH PAID DURING THE YEAR FOR:		
Taxes paid	$ -	$ -
Interest paid	$ -	$ -
NON-CASH FINANCING ACTIVITIES:		
Value of common stock issued for accrued interest	$ -	$ 5,469
Value of common stock issued for debt principle	$ -	$ 116,797
Value of common stock issued for services	$ 121,551	$ -
	$ 18,600	$ 70,933

Value of debt discount recorded for value of shares issued in conncetion with debt				
Value of debt discount recorded for beneficial conversion feature	$	265,288	$	65,946
Value of stock issued for deferred stock compensation	$	56,500	$	-

The accompanying unaudited notes are an integral part of these financial statements

6

BLINK TECHNOLOGIES (FKA: ePUNK, INC.)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

Basis of Presentation

The unaudited financial statements of Blink Technologies Inc. (FKA: ePunk, Inc.) as of March 31, 2013, and for the three and six months ended March 31, 2013 and 2012, have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and include our wholly-owned subsidiary, Punk Industries, Inc. ("Punk"). Accordingly, they do not include all of the disclosures required by accounting principles generally accepted in the United States for complete financial statements and should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended September 30, 2012, as filed with the Securities and Exchange Commission as part of the Company's Form 10-KA. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the interim financial information have been included. The Company did not record an income tax provision during the periods presented due to net taxable losses. The results of operations for any interim period are not necessarily indicative of the results of operations for the entire year.

Note A-Organization and Going Concern

Organization

Blink Technologies, Inc. (fka ePunk, Inc.) was originally incorporated under the laws of the State of Delaware on April 27, 2007 as Sewell Ventures, Inc. On January 29, 2010, the Company was re-domiciled to the State of Nevada.

On February 10, 2014, the Company entered into a Share Exchange Agreement with and Blink Technologies, Inc., a Nevada corporation whereby the Company has agreed to issue, on a pro rata basis, a total of 24,000,000 shares of the Company's common stock, which will represent 54.98% of the post-closing issued and outstanding shares of the Company, in exchange for all of the issued and outstanding common share capital of Blink Technologies. Blink Technologies is based in Silicon Valley and is focused on delivering consumer technology solutions that enhance and expand the experiences people enjoy every-day while using essential electronic devices such as smartphones, tablets, and TVs. On June 26, 2014, the Company issued 24,000,000 shares of common stock due and allocated as of February 10, 2014, to sixty nine shareholders of record in accordance with the terms and conditions of the Share Exchange Agreement with Blink Technologies, Inc., dated February 10, 2014.

On April 23, 2014, ePunk, Inc., a Nevada corporation changed its name from ePunk, Inc. to Blink Technologies, Inc. The Company has submitted an application for name and symbol change with the Financial Industry Regulatory Authority (FINRA) but does not anticipate any name change to be finalized until after our Securities Exchange Act of 1934 filings are brought current.

Going Concern

The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, which contemplate continuation of the Company as a going concern. In the course of funding sales and marketing activities, the Company has sustained operating losses since inception, and, as of March 31, 2013, has an accumulated deficit of $1,918,765 and negative working capital of $814,113. The Company will continue to use capital and may not be profitable for the foreseeable future. These factors raise doubt about the ability of the Company to continue as a going concern. In this regard, management is proposing to raise any necessary additional funds not provided by operations through loans or through sales of common stock. There is no assurance that the Company will be successful in raising this additional capital. If adequate funds are not available on reasonable terms or at all, it would result in a material adverse effect on the Company’s business, operating results, financial condition and prospects.

In view of these conditions, the ability of the Company to continue as a going concern is in substantial doubt and dependent upon achieving a profitable level of operations and on the ability of the Company to obtain necessary financing to fund ongoing operations. Management is planning to raise necessary additional funds for working capital through loans and additional sales of its common stock. However, there is no assurance that the Company will be successful in raising additional capital or that such additional funds will be available on acceptable terms, if at all. Should the Company be unable to raise this amount of capital its operating plans will be limited to the amount of capital that it can access. These financial statements do not give effect to any adjustments which will be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

Note B – Discontinued Operations

On October 9, 2013, the Company and TCA Global Credit Master Fund executed an Assignment, Assumption Waiver and Termination Agreement as a result of the default by the Company under the Credit Agreement for failure to make principle and interest payments. Pursuant to the Assignment Agreement the Company assigned all of its right, title and interest in the website www.countyimports.com in consideration for (i) the TCA's waiver of its rights to foreclose upon the Collateral, (ii) TCA's immediate release and discharge of all liens and security interests currently held in favor of TCA against the Company, (iii) TCA's immediate release and discharge of all obligations owed by the Company under and pursuant to the Credit Agreement and all Loan Documents and (iv) TCA's immediately termination of the Credit Agreement and all Loan Documents.

As a result, the Company effectively ceased revenue generating activities and on October, 9, 2013, the Company impaired the full value of its fixed and intangible assets. These financial statements reflect the revenue generating activities and related financial statement items as discontinued operations.

Discontinued operations are comprised of the following balance sheet components:

	March 31, 2013	September 30, 2012
Assets:		
Inventory	$ 23,741	$ 24,701
Other current assets	66,911	65,265
Property, plant and equipment, net	28,462	34,672
Intangible assets, net	8,780	9,673
Deposits	2,565	17,947
Total assets	$ 130,459	$ 152,258

Liabilities		
Accounts payable and accrued liabilities	$ 177,051	$ 115,884
Accrued interest	(726)	-
Revolving credit facility, net of $0 and $265,288 discount, respectively	242,124	34,712
Total liabilities	$ 418,449	$ 150,596

8

Note C – Promissory Notes

Convertible Promissory Notes ("CPN")

As of March 31, 2013, the Company had the following CPNs:

Date of: Issuance	Maturity	Conversion Price	Status	Principle	Accrued Interest	Total Outstanding
01/28/11	07/28/11	$ 0.10	In default	$ 5,000	$ 868	$ 5,868
06/21/11	01/21/12	0.10	In default	2,500	356	2,856
06/24/11	01/24/12	0.10	In default	10,000	1,416	11,416
07/14/11	02/14/12	0.10	In default	10,000	1,372	11,372
07/28/11	02/28/12	0.10	In default	10,000	1,341	11,341
08/10/11	02/10/12	0.10	In default	15,263	2,004	17,267
08/19/11	02/19/12	0.10	In default	10,000	1,295	11,295
09/21/11	03/21/12	0.10	In default	21,500	2,629	24,129
10/12/11	04/12/12	0.10	In default	2,900	333	3,233
10/19/11	04/19/12	0.10	In default	7,500	838	8,338
11/09/11	05/09/12	0.10	In default	11,950	1,249	13,199
01/03/12	07/03/12	0.10	In default	11,817	1,173	12,990
02/27/12	08/27/12	0.10	In default	15,392	1,343	16,735
01/09/13	06/09/13	0.20	Current	75,021	1,332	76,353
02/08/13	08/08/13	0.20	Current	41,928	469	42,397
03/18/13	09/15/13	0.20	Current	35,185	100	35,285
				$ 285,956	$ 18,118	$ 304,074
Number of shares issuable upon exercise of the above debt upon default						2,270,565

From time to time the Company has issued CPNs all with identical terms, including a maturity date six to seven months from the date of issuance, eight percent (8%) per annum interest rate, no requirement for any payments prior to maturity, and the right to convert the outstanding principle and interest in to into fully paid and non-assessable shares of the Company's common stock at a fixed conversion price of $0.10 or $0.20 per share upon default. The conversion privilege provides for net share settlement only. Pursuant to ASC 470-20-25-5, the Company determined that due to the market price of the Company's common stock being greater than the conversion price contained in each CPN on the commitment date, each CPN contained a beneficial conversion feature (“BCF”) with an intrinsic value in excess of the face amount of each CPN. The resulting discount to the Loan is recorded to interest expense upon default. The Company has not received notice from the holder of the defaulted notes to enforce collection. The Company communicates regularly with the holder who has not expressed a desire to force collection at this time.

9

During the six months ended March 31, 2013, the Company issued three CPNs totaling $152,134.

During the three months ended March 31, 2013 and 2012, the Company recognized $0 and $57,118 as interest expense related to the debt discount arising from the beneficial conversion feature of CPN's entering default status. During the six months ended March 31, 2013 and 2012, the Company recognized $0 and $57,118 as interest expense related to the debt discount.

During the three months ended March 31, 2013 and 2012, interest expense related to the stated interest rate contained in the Company's CPNs totaled $4,541 and $6,227, respectively. During the six months ended March 31, 2013 and 2012, interest expense totaled $7,239 and $12,156, respectively.

Non-Convertible Promissory Notes

On March 19, 2012, the Company entered into a Securities Purchase Agreement, Guaranty and Note (the "Note") with Gemini Master Fund, Ltd. under which the Company issued a promissory note with a face amount of $280,000 and received net proceeds of $245,000. The net proceeds include a $30,000 original issue discount ("OID") and $5,000 in documentary fees associated with the note and with-held by the lender. The Note matured six months from the date of issue, bears interest of twelve percent (12%) per annum on the face amount and is payable in full upon maturity. In the event of default, the Note is subject to a penalty of 130% of the then outstanding principle and increase in the interest rate to twenty four percent (24%) per annum. In connection with the Note the Company issued 200,000 shares of restricted common stock. Pursuant to ASC 470-20-25, the Company recorded a debt discount of $105,933 including $70,933 attributable to the 200,000 shares of common stock and $35,000 to the OID and documentary fees. The debt discount was accreted over the term of the Note, or six months on a straight line basis during our second through fourth quarters of 2012.

During the six months ended March 31, 2013, on October 3, 2012, the Company paid $100,000 against the principle balance of the Note and issued 20,000 shares of restricted common stock to Gemini Master Fund, Ltd. in exchange for their not exercising the default terms of the Note. The shares were valued on the date of the Agreement or $0.93 per share. On December 31, 2012, Gemini sold and Amalfi Coast Capital purchased the remaining $100,000 balance remaining under the Note.

During the three months ended March 31, 2013 and 2012, the Company recognized $2,959 and $1,103 of interest expense related to this note. During the six months ended March 31, 2013 and 2012, the Company recognized $5,100 and $1,103 of interest expense related to this note.

During the three and six months ended March 31, 2013, the Company recognized $7,226 and $15,652, respectively of interest expense related to this Note and $173,391 and $265,288, respectively of accretion related to the debt discount.

Note D – Commitments

On March 22, 2012, the Company entered into a lease for real property located at 1060 Calle Negocio, Suite B, San Clemente, CA 92673. The space includes 6,540 square feet of office and industrial space to be used for warehousing and fulfillment activities. The term of the lease is one year from May 1, 2012 through April 30, 2013 at a monthly cost of $5,332. Upon execution of the lease the company paid the first month's rent and deposit of the same amount or $10,464.

Note E – Stockholders Deficit

Preferred Stock

The Company has authorized 25,000,000 shares of $0.0001 par value preferred stock available for issuance. No shares of preferred stock have been issued as of March 31, 2013.

Common Stock

The Company has authorized 200,000,000 shares of $0.0001 par value common stock available for issuance. 46,160,602 shares are issued and outstanding as of March 31, 2013.

On May 10, 2012 ("Effective Date"), the Company's Board of Directors and Majority Shareholders adopted the 2012 Stock Incentive Plan. (the "Plan")(See Exhibit 10.1 to the Company's December 31, 2011 Form 10-Q filed with the SEC on May 31, 2012). The purpose of the plan is to facilitate the ability of ePunk, Inc. and its subsidiaries to attract, motivate and retain eligible employees, directors and other personnel through the use of equity-based and other incentive compensation opportunities. The Company may issue each of the following under the Plan: incentive options, nonqualified options, Director shares, stock appreciation rights, restricted stock and deferred stock rights, other types of awards and performance-based awards as approved by the Board. No Award shall be granted pursuant to the Plan ten years after the Effective Date. Stock options to purchase shares of our common stock expire no later than ten years after the date of grant. The total number of shares available under the Plan is four million (4,000,000). In any fiscal year, the total number of shares that may be covered by awards made to an employee may not exceed 1,000,000 plus the aggregate amount of such individual’s unused annual share limit as of the close of the preceding fiscal year, and the maximum amount of cash that may be payable to an employee pursuant to performance-based cash awards made under Section 10 of the Plan is $1,000,000 plus the aggregate amount of such individual’s unused annual dollar limit as of the close of the preceding fiscal year. During the three months ended March 31, 2013, the Company issued a total of 68,181 shares under the Plan. As of March 31, 2013, 851,931 shares of restricted common stock have been issued under the Plan.

The Company measures and records stock-based compensation awards to employees pursuant to guidance in ASC 718 *Compensation-Stock Compensation.* The Company measures and records stock-based compensation awards to non-employees pursuant to guidance in ASC 505-50 *Equity-Based Payments to Non-Employees*.

Stock Issued for Services

During the three months ended March 31, 2013, the Company issued 68,181 shares of restricted common stock to four individuals in exchange for services valued at $57,612.

Note F – Subsequent Events

Pursuant to FASB Accounting Standards Codification 855, Subsequent Events, Including ASC 855-10-S99-2, the Company evaluated subsequent events through the date of this report.

On February 10, 2014, the Company entered into a Share Exchange Agreement with and Blink Technologies, Inc. (“Blink”), a Nevada corporation whereby the Company has agreed to issue, on a pro rata basis, a total of 24,000,000 shares of the Company’s common stock, which will represent 54.98% of the post-closing issued and outstanding shares of the Company, in exchange for all of the issued and outstanding common share capital of Blink. As a result of the change in control, Blink has been deemed the accounting acquirer resulting in a recapitalization of equity and all future financial presentation being that of Blink’s historical operations. On June 26, 2014, the Company issued 24,000,000 shares of common stock due and allocated as of February 10, 2014, to sixty nine shareholders of record in accordance with the terms and conditions of the Share Exchange Agreement with Blink Technologies, Inc., dated February 10, 2014.

On May 22, 2013, 1) Jesse Gonzales returned and the company canceled 13,000,000 shares of common stock leaving Mr. Gonzales with 75,000 restricted common shares, 2) Justin Dornan returned and the company canceled 100% of Mr. Dornan's holdings or 7,910,000 shares of common stock, and 3) Frank Dreschler returned and the company canceled 100% of Mr. Dreschler's holdings or 5,300,000 shares of common stock.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included or incorporated by reference in this Form 10-Q which address activities, events or developments which the Company expects or anticipates will or may occur in the future, including such things as future capital expenditures (including the amount and nature thereof); finding suitable merger or acquisition candidates; expansion and growth of the Company's business and operations; and other such matters are forward-looking statements. These statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate under the circumstances. However, whether actual results or developments will conform with the Company's expectations and predictions is subject to a number of risks and uncertainties, including general economic, market and business conditions; the business opportunities (or lack thereof) that may be presented to and pursued by the Company; changes in laws or regulation; and other factors, most of which are beyond the control of the Company.

These forward-looking statements can be identified by the use of predictive, future-tense or forward-looking terminology, such as "believes," "anticipates," "expects," "estimates," "plans," "may," "will," or similar terms. These statements appear in a number of places in this Filing and include statements regarding the intent, belief or current expectations of the Company, and its directors or its officers with respect to, among other things: (i) trends affecting the Company's financial condition or results of operations for its limited history; (ii) the Company's business and growth strategies; and, (iii) the Company's financing plans. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors. Such factors that could adversely affect actual results and performance include, but are not limited to, the Company's limited operating history, potential fluctuations in quarterly operating results and expenses, government regulation, technological change and competition.

Consequently, all of the forward-looking statements made in this Form 10-Q are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequence to or effects on the Company or its business or operations. The Company assumes no obligations to update any such forward-looking statements.

Business

During the period covered by this report, we were a distributor of power sports products and accessories, including scooters, street and off-road motorcycles, all-terrain vehicles utility terrain vehicles, karts and buggies through CountyImports.com and through our storefront, Pacific Coast House of Rides located in Dana Point, California.

On October 9, 2013, we assigned all of our right, title and interest in the website www.countyimports.com to TCA Global Credit Master Fund as a result of the default by our Company under the Credit Agreement for failure to make principle and interest payments. As a result, we effectively ceased revenue generating activities.

On February 10, 2014, we entered into a Share Exchange Agreement with Blink Technologies, Inc., a Nevada corporation whereby we agreed to issue, on a pro rata basis, a total of 24,000,000 shares of our common stock, which will represent 54.98% of the post-closing issued and outstanding shares our company, in exchange for all of the issued and outstanding common share capital of Blink Technologies. On June 26, 2014, we issued 24,000,000 shares of common stock due and allocated as of February 10, 2014, to sixty nine shareholders of record in accordance with the terms and conditions of the Share Exchange Agreement with Blink Technologies, Inc., dated February 10, 2014.

Plan of Operation

Blink Technologies is based in Silicon Valley and is focused on delivering consumer technology solutions that enhance and expand the experiences people enjoy every-day while using essential electronic devices such as smartphones, tablets, and TVs. Our long-term business strategy is to design, deliver, and support integrated data collection, aggregation, management, and content streaming solutions that include consumer electronic data computing devices complemented by innovative software-as-a-solution (SaaS), subscription-based data management applications. While we launched BiggiFi streaming media player into the domestic streaming media market in October 2013, management’s future business plan will focus on and deliver next-generation integrated consumer technology solutions that collect, aggregate, manage, and help make sense of data critical to maximizing user experiences, improving subject wellness, and optimizing personal performance.

Critical Accounting Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires us to make judgments, assumptions and estimates that affect the amounts reported. Note A of Notes to Financial Statements describes the significant accounting policies used in the preparation of the financial statements. Certain of these significant accounting policies are considered to be critical accounting policies, as defined below.

A critical accounting policy is defined as one that is both material to the presentation of the Company's financial statements and requires management to make difficult, subjective or complex judgments that could have a material effect on the Company's financial condition and results of operations. Specifically, critical accounting estimates have the following attributes:

- We are required to make assumptions about matters that are highly uncertain at the time of the estimate; and
- Different estimates we could reasonably have used, or changes in the estimate that are reasonably likely to occur, would have a material effect on the Company's financial condition or results of operations.

Estimates and assumptions about future events and their effects cannot be determined with certainty. We base estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. These estimates may change as new events occur, as additional information is obtained and as the Company's operating environment changes. These changes have historically been minor and have been included in the consolidated financial statements as soon as they became known. Based on a critical assessment of the Company's accounting policies and the underlying judgments and uncertainties affecting the application of those policies, management believes that our financial statements are fairly stated in accordance with accounting principles generally accepted in the United States, and present a meaningful presentation of the Company's financial condition and results of operations.

In preparing the Company's financial statements to conform to accounting principles generally accepted in the United States, we make estimates and assumptions that affect the amounts reported in the Company's financial statements and accompanying notes. These estimates include useful lives for fixed assets for depreciation calculations and assumptions for valuing options and warrants. Actual results could differ from these estimates.

Stock-Based Compensation

We measure and record stock-based compensation awards to employees pursuant to guidance in ASC 718 Compensation-Stock Compensation. We measure and record stock-based compensation awards to non-employees pursuant to guidance in ASC 505-50 Equity-Based Payments to Non-Employees. We measure fair value by application of the Black-Scholes option pricing model and recognize expense over the requisite service period or upon completion of milestones for performance-based awards depending on the relevant guidance in ASC 708 or ASC 505.

Accounting Changes and Recent Accounting Standards

We review new accounting standards as issued. Although some of these accounting standards issued or effective after the end of our previous fiscal year may be applicable to us, we have not identified any standards that we believe merit further discussion. We believe that none of the new standards will have a significant impact on our consolidated financial statements.

Results of Operations

Three and Six Months Ended March 31, 2013 Compared with the Three and Six Months Ended March 31, 2012

Revenue, COGS and Gross Profit

	Three Months Ended March 31, 2013	2012	Increase / (Decrease)	Percentage Change
Discontinued operations:				
Net sales	$ 111,600	$ 531,268	$ (419,668)	-79.0%
Cost of sales	68,324	470,474	(402,150)	-85.5%
Gross profit	$ 43,276	$ 60,794	$ (17,518)	-28.8%

	Six Months Ended March 31, 2013	2012	Increase / (Decrease)	Percentage Change
Discountinued operations:				
Net sales	$ 441,053	$ 757,974	$ (316,921)	-41.8%
Cost of sales	293,910	662,638	(368,728)	-55.6%
Gross profit	$ 147,143	$ 95,336	$ 51,807	54.3%

Most revenue was generated through www.Countyimports.com and consists of sales our company's prior management, led by Jesse Gonzales, former CEO and Justin Dornan, former CFO, to fulfill orders in a timely manner resulting in the loss of confidence by potential customers. Gross margin fluctuated due to inconsistent sales patterns and product mix.

14

Operating Expenses

	Three Months Ended March 31, 2013	2012	Increase / (Decrease)	Percentage Change
General and administrative	$ 106,333	$ 9,383	$ 96,950	1033.3 %
Stock compensation expense	22,600	-	22,600	-
Discontinued operations:				
General and administrative	19,629	87,287	(67,658)	-77.5 %
Sales and marketing	25,841	32,876	(7,035)	-21.4 %
Depreciation and amortization	3,551	2,241	1,310	58.5 %
Stock compensation expense	57,613	-	57,613	-
Total operating expenses	$ 235,567	$ 131,787	$ 103,780	78.7 %

	Six Months Ended March 31, 2013	2012	Increase / (Decrease)	Percentage Change
General and administrative	$ 146,520	$ 14,971	$ 131,549	878.7 %
Stock compensation expense	75,100	-	75,100	-
Discontinued operations:				
General and administrative	206,240	182,117	24,123	13.2 %
Sales and marketing	64,392	50,714	13,678	27.0 %
Depreciation and amortization	7,103	3,180	3,923	123.4 %
Stock compensation expense	121,551	-	121,551	-

Total operating expenses	$	620,906	$	250,982	$	369,924	147.4%

Operating expenses consist of personnel costs, professional fees, facility costs, sales and marketing, public company costs and other general operating expenses. Excluding stock compensation, total operating expense for the three and six months ended March 31, 2013 were higher by $23,567 and 173,273, respectively when compared to the same periods in 2012.

Other Expense

	Three Months Ended March 31,	
	2013	**2012**
Interest expense	$ (7,499)	$ (73,185)
Discontinued operations:		
Interest expense - other	(7,227)	-
Interest expense - accretion of debt discount	(173,991)	-
Total other expense	$ (188,717)	$ (73,185)

	Six Months Ended March 31,	
	2013	**2012**
Interest expense	$ (7,499)	$ (73,185)
Discontinued operations:		
Interest expense - other	(7,227)	-
Interest expense - accretion of debt discount	(173,991)	-
Total other expense	$ (188,717)	$ (73,185)

Other expense consists of interest related to our outstanding notes, accretion related to the debt discount of the Gemini and TCA Notes and amortization of the beneficial conversion feature related to the Amalfi loans as a result of the Company's default on certain convertible promissory notes whereby upon default the notes become convertible into shares of common stock at the option of the holder.

Net Loss

As a result of the foregoing, our net loss for the three and six months ended March 31, 2013 was $380,408 and $767,043, respectively compared to a net loss of $144,178 and $234,761 during the three and six months ended March 31, 2012.

Liquidity and Capital Resources

The accompanying financial statements have been prepared assuming we will continue as a going concern. The Company has an accumulated deficit of $1,918,765. As of March 31, 2013, we had current assets of $15,695 and current liabilities totaling $829,808. We expect to incur losses into the foreseeable future. These conditions raise substantial doubt about our ability to continue as a going concern. Management recognizes that in order for us to meet our capital requirements, and continue to operate, additional financing will be necessary. To date, we have financed our expenses primarily from loans, sales of our common stock for cash and issuances of our common stock in exchange for services.

16

Management is planning to raise necessary additional funds for working and growth capital through loans and additional sales of its common stock. However, there is no assurance that we will be successful in raising additional capital or that such additional funds will be available on acceptable terms, if at all. Should we be unable to raise this amount of capital its operating plans will be limited to the amount of capital that it can access.

Net cash used by operating activities was $216,087 for the six months ended March 31, 2013 compared to $6,836 used by operating activities for the six months ended March 31, 2012.

Net cash used by investing activities was $0 for the three months ended December 31, 2012 compared to $26,655 used by investing activities for the six months ended March 31, 2012.

Net cash used by financing activities was $3,600 for the six months ended March 31, 2013 compared to $294,559 provided by financing activities for the six months ended March 31, 2012.

Off-Balance Sheet Arrangements

We have no off-balance sheet transactions.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required under Regulation S-K for “smaller reporting companies.”

Item 4.Controls and Procedures.

Disclosure Controls and Procedures

As the end of the period covered by this quarterly report, the Chief Executive and Chief Financial Officer of the Company (the “Certifying Officer”) conducted an evaluation of the Company’s disclosure controls and procedures. As defined under Sections 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange

Act”), the term “disclosure controls and procedures” means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including the Certifying Officer, to allow timely decisions regarding required disclosure.

Based on this evaluation, the Certifying Officer has concluded that the Company’s disclosure controls and procedures were not effective, for the quarter covered by this report, to ensure that material information is recorded, processed, summarized and reported by management of the Company on a timely basis in order to comply with the Company’s disclosure obligations under the Exchange Act, and the rules and regulations promulgated there under.

Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

Cambio, Inc. v. San West, Inc. et. al. (Superior Court of California, County of San Diego, Case No. 30-2012-0006183). On or about July 5, 2012, Cambio, Inc. ("Cambio") commenced a civil action in the Superior Court of the State of California, County of San Diego, alleging damages arising out of Cambio's sale of assets to a third party in which the Company was a named defendant. A settlement Agreement was entered into in this matter on February 27, 2014, under which the Company was released in its entirety. The Company was not required to pay any damages or costs under this Settlement Agreement.

ePunk, Inc. v. Jesse Richard Gonzales et. al. (District Court, Clark County Nevada, Case No. A-12-699135-C). On April 11, 2013, the Company filed and action against certain individuals and entities including former officers Jesse Richard Gonzales and Justin Dorman (the "Defendants") alleging damages relating to certain actions involving the stock of the Company. The Complaint was for: Breach of Contract; Unjust Enrichment; Intentional Interference with Contract; Concert of Action; Injunctive Relief; Breach of the Implied Covenant of Good Faith and Fair Dealing; and Breach of Fiduciary Duty. Plaintiff EPUNK, INC. prayed for judgment against Defendants, for the following: general and special damages in excess of Ten Thousand Dollars ($10,000), and in an amount to be determined at trial, For an Order from this Court enjoining Defendants from transferring or otherwise alienating EPUNK, INC. stock pending the outcome of this action, interest upon an award of damages according to law, for reasonable attorney’s fees, for costs of suit, for any such other relief as the Court may deem just and proper. This matter is still ongoing. The Company is confident that it will achieve a favorable result in this matter.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On December 16, 2012, the Company issued 20,000 shares of restricted common stock to Gemini Master Fund, Ltd. in exchange for their not exercising the default terms of the Note. The shares were valued at the low bid price on the date of the Agreement or $0.93 per share.

On December 13, 2012, the Company issued 68,750 shares of restricted common stock to three individuals in exchange for services valued at $63,938.

On February 6, 2013, the Company issued 68,181 shares of restricted common stock in exchange for services valued at the price of our common stock on the date the related agreement, or $0.845 per share.

The Note and common stock issuances were issued in reliance upon exemptions from registration pursuant to, among others, Section 4(2) under the Securities Act of 1933, as amended (the “Securities Act”) and Regulation S promulgated under the Securities Act.

Item 3. Defaults Upon Senior Securities.

Please refer to the financial statement footnotes, "Note D - Promissory Notes" and "Note E - Revolving Credit Facility". The Company is currently in default on outstanding debt totaling $475,946 of principal.

Item 4. Mine Safety Disclosures

Not applicable**.**

Item 5. Other Information

There is no information with respect to which information is not otherwise called for by this form.

Item 6. Exhibits.

Exhibit	**Description of Exhibit**
3.1	Articles of Incorporation (incorporated by reference from our Report on Form SB-2 filed on October 11, 2007)
3.2	Certificate of Amendment to the articles of Incorporation of ePunk, Inc. (Incorporated by reference from Exhibit 3.1 to Form 8-K filed with the Securities and Exchange Commission on June 22, 2011).
3.3	Bylaws (incorporated by reference from our Report on Form SB-2 filed on October 11, 2007)
10.	1 Blink Technologies, Inc. (FKA: ePunk, Inc.) 2012 Stock Incentive Plan (Incorporated by reference to the exhibits filed as part of the report on Form 10-Q filed by Blink Technologies, Inc. (FKA: ePunk, Inc.). on May 31, 2012).
10.	2 Assignment, Assumption Waiver and Termination Agreement between Blink Technologies, Inc. (FKA: ePunk, Inc.) and TCA Global Credit Master Fund, LP (Incorporated by reference to the exhibits filed as part of the report on Form 10-Q for the quarter ended December 31, 2012, filed on June 5, 2014).
31.	1* Chief Executive and Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.	2* Chief Executive and Financial Officer Certification of Periodic Financial Report Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document

---

* Filed Herewith

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Blink Technologies, Inc.
(Registrant)

Dated: July 10, 2014

By:*/s/ Dean Miller*
Dean Miller,

Chief Executive Officer, Chief Financial Officer and

Principal Accounting Officer