

F02000005821

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SUN CAPITAL ACQUISITION CORP.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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Handwritten initials and date: NC, 10/29/04

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000005821

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Sun Capital Acquisition Corp.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 11/21/2002
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 04/07/2004

5. Sun Capital Partners Group, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

C. Deryl Couch
(Typed or printed name of person signing)

10/27/04
(Date)

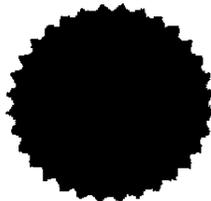
Vice President
(Tide of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SUN CAPITAL ACQUISITION CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SUN CAPITAL PARTNERS GROUP, INC.", THE SEVENTH DAY OF APRIL, A.D. 2004, AT 10:55 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3098328 8320
040748970

AUTHENTICATION: 3416020

DATE: 10-18-04

TOTAL P.03