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MERGER OR SHARE EXCHANGE  
SUNSET BRANDS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	0x 06
Estimated Charge	\$70.00

Share Exchange @ 5/22/12



May 14, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

US FINANCIAL ASSETS, INC.  
1637 RACETRACK ROAD, SUITE 116  
ST. JOHNS, FL 32259

SUBJECT: US FINANCIAL ASSETS, INC.  
REF: P09000102385

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Irene Albritton  
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ARTICLES OF SHARE EXCHANGE

Pursuant to the provisions of Florida Statutes 607.1105, the following Articles of Share Exchange are executed for the purpose of effecting a share exchange (the "Share Exchange"), whereby each share of the issued and outstanding common stock of US Financial Assets, Inc., a Florida corporation (the "Acquired Entity"), shall be exchanged for 1.33 issued and outstanding shares of the common stock of Sunset Brands, Inc., a Nevada corporation (the "Acquiring Entity").

- 1. The Plan of Share Exchange (the "Plan") is attached hereto as Exhibit A.
- 2. The Plan was duly adopted and approved by the board of directors and by the majority shareholder of the Acquiring Entity and the Acquired Entity on March 31, 2012.
- 3. The Share Exchange is permitted by the laws of the jurisdiction of organization of the Acquiring Entity and has been authorized in compliance with said laws.
- 4. The Share Exchange shall be effective upon filing (the "Effective Date").
- 5. On the Effective Date, the Acquiring Entity will own all of the issued and outstanding shares of the Acquired Entity.

EXECUTED this 31<sup>st</sup> day of March, 2012.

ACQUIRING ENTITY:

Sunset Brands, Inc.

By: Jeffrey S. Betros  
Name: Jeffrey S. Betros  
Its: President

ACQUIRED ENTITY:

US Financial Assets, Inc.

By: Cynthia J. Delaparte  
Name: Cynthia J. Delaparte  
Its: Chief Financial Officer

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Exhibit A

**Plan of Share Exchange**

**PLAN OF SHARE EXCHANGE**

This Plan of Share Exchange (this "Plan") dated March 31, 2012 is by and between Sunset Brands, Inc., a Nevada corporation (the "Acquiring Entity"), and US Financial Assets, Inc., a Florida corporation (the "Acquired Entity").

The directors and shareholders of the Acquiring Entity and the Acquired Entity deem it desirable and in the best interests of the parties to effect a share exchange, whereby each share of the issued and outstanding common stock of the Acquired Entity (the "USFA Shares") shall be exchanged for 1.33 issued and outstanding shares of the common stock of the Acquiring Entity (the "Sunset Shares") pursuant to this Plan. Therefore, the parties hereby agree as follows:

1. **Shares.** Upon filing the Articles of Share Exchange and this Plan with the Nevada Secretary of State and the Florida Secretary of State (the "Effective Date"), each full USFA Share prior to the Effective Date shall be exchanged for and converted into 1.33 fully paid and non-assessable Sunset Shares issued by the Acquiring Entity. No fractional Sunset Shares shall be issued. On the Effective Date, the Acquiring Entity shall own all of the USFA Shares.

2. **Share Certificates.** Each holder of USFA Shares shall, prior to the Effective Date, deliver to the Acquiring Entity all of the outstanding share certificates representing USFA Shares, duly endorsed for transfer to the Acquiring Entity, together with any other documents necessary or reasonably requested by the Acquiring Entity. On the Effective Date, such share certificates representing USFA Shares shall be deemed for all purposes to evidence ownership of 1.33 times the number of Sunset Shares, and the Acquiring Entity shall subsequently issue share certificates representing the appropriate number of Sunset Shares to each former holder of USFA Shares.

AGREED TO AND ACCEPTED as of the date set forth above.

**ACQUIRING ENTITY:**

Sunset Brands, Inc.

By: 

Name: Jeffrey S. Betros

Its: President

**ACQUIRED ENTITY:**

US Financial Assets, Inc.

By: 

Name: Cynthia J. Delaparte

Its: Chief Financial Officer