

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sunset Brands, Inc.
Name of Corporation

DOCUMENT NUMBER: F12000001483

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cindy Delaparte

Name of Contact Person

Sunset Capital Assets

Firm/Company

1637 Racetrack Rd Suite 116

Address

Jacksonville, FL 32259

City/State and Zip Code

cdelaparte@sunsetcap.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cindy Delaparte

Name of Contact Person

at (904) 436-6219

Area Code & Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

F12000001483

(Document number of corporation (if known))

FILED
13 JUL 12 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Sunset Brands, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Nevada

(Incorporated under laws of)

3. 4-5-2012

(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? ~~0000~~ 6-21-13

5. Sunset Capital Assets, 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)

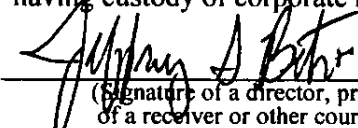
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



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

Jeffrey S Betros

(Typed or printed name of person signing)

President

(Title of person signing)



090201



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Sunset Brands, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

AMENDMENT NUMBER ONE TO SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF

SUNSET BRANDS, INC.
(a Nevada Corporation)

I, the undersigned, pursuant to the Nevada Revised Statutes, hereby declare and certify that I am a duly elected officer of Sunset Brands, Inc., a Nevada corporation (the "Corporation"), and I have been authorized and directed to execute this Amendment: Article I is hereby amended to change the name of the Corporation from "Sunset Brands, Inc." to "Sunset Capital Assets, Inc".

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

100%

4. Effective date and time of filing: (optional) Date: 6-21-13 Time: 11:00am est

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 8-31-11