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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: INVESTOR RESOURCE MEDIA, INC.

DOCUMENT NUMBER: P02000008740

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael J. Simon

(Name of Contact Person)

Law Offices of Michael J. Simon

(Firm/ Company)

100 Park Avenue, 20th Floor

(Address)

New York, New York 10017

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Michael J. Simon

(Name of Contact Person)

at (212) 681-1000

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

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☐ \$52.50 Filing Fee
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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
05 FEB -1 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
INVESTOR RESOURCE MEDIA, INC.
(a Florida corporation)**

Under Section 607.1006 of the Florida Business Corporation Act

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Investor Resource Media, Inc., a Florida corporation (the "Company") hereby adopts the following amendment to its Articles of Incorporation:

FIRST: The name of the Company is Investor Resource Media, Inc.

SECOND: The amendment to the articles of incorporation of the Company effected by this certificate of amendment is to change the name of the Company.

THIRD: To accomplish the foregoing amendment, Article I of the articles of incorporation of the Company is hereby amended to read as follows:

Article I: The name of the corporation is Sunset Three Holdings, Inc.

FOURTH: The effective date of this Amendment shall be January 31, 2005.

FIFTH: The foregoing amendment was approved by the vote of the holder of all the shares of common stock of the Company that being the sole class of stock:

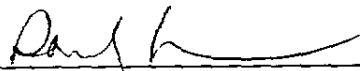
Number of total shares issued and outstanding: 100

Number of shares cast in favor of the amendment: 100

The number of votes cast by the shareholders for the amendment was sufficient for approval.

IN WITNESS WHEREOF the undersigned as President and Secretary has subscribed this document as of the date set forth below and do hereby affirm under penalties of perjury, that the statements contained therein are true and correct.

Dated: January 31, 2005


Sandy Lawrence, President and Secretary