

S68597

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PICK-UP WAIT MAIL

(Business Entity Name)

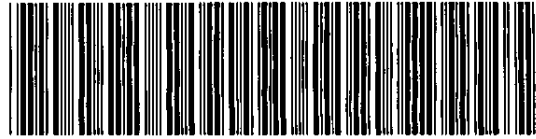
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DEPT OF REVENUE
17 SEP 29 AM 11: 87
2017 SEP 29 AM 9: 26
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DATE: 10-02-17

NAME: SOUTHERN CONTRACTING, INC.

TYPE OF FILING: RESTATE ARTICLES

COST: 35.00

RETURN: PLAIN COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

*Please retain original
file date.*

September 25, 2017

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: Articles to File

I am the sole Officer and Director of two separate entities filing Articles with the State of Florida, that I need to be filed together as follows:

1st Filing:

Articles of Amendment:
Southern Contracting, Inc.
Document number S68597
Is filing an Amendment to change its name to Baron Capital Enterprise, Inc.

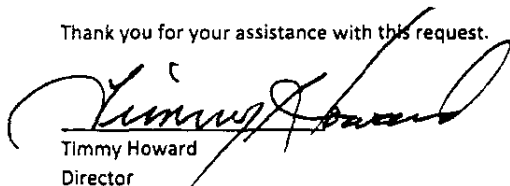
2nd Filing:

Articles of Incorporation:
Southern Contracting, Inc.
Is filing Articles of Incorporation for Southern Contracting, Inc.

Please file these two Articles together to ensure that I retain the name Southern Contracting, Inc. after Document number S68597 changes its name to Baron Capital Enterprise, Inc.

If you have any questions please contact me at 941-270-2850 or via email at ir@southerncontractinginc.com.

Thank you for your assistance with this request.


Timmy Howard
Director



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 2, 2017

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: SOUTHERN CONTRACTING, INC.
Ref. Number: S68597

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Amended and Restated Articles of Incorporation.

Please correct the signature page also.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 617A00019833

17 OCT -2 PM 4:24

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHERN CONTRACTING, INC.**

(Under Section 607.0602 of the Florida Business Corporation Act)

FILED
2017 SEP 29 AM 9: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and Chief Executive Officer of SOUTHERN CONTRACTING, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number S68597, does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Corporation as required by Section 607.0602 of the Florida Business Corporation Act:

WHEREAS, on May 30, 2017 an Amendment of the Articles of Incorporation were filed with the State to change the name of the corporation, effect a stock a stock split and reduce the number of Authorized shares in Article IV; and

WHEREAS, that the Corporation wishes to rescind the Amendment to its Articles of Incorporation and file Amended and Restated Articles of Incorporation below; and

Name Change

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors be and hereby amends the Corporation's Articles of Incorporation to restore the name of the Corporation back to Baron Capital Enterprise, Inc. from Southern Contracting, Inc., and be it

RESOLVED, that Article I of the Corporation's Articles of incorporation -NAME- be and the same hereby is replaced, in its entirety, by the following:

ARTICLE I

The name of this corporation is:

BARON CAPITAL ENTERPRISE, INC.

ARTICLE II

Offices for the transaction of any business of the Corporation, and where meetings of the Board of Directors and of Shareholders may be held, may be established and maintained in any part of the State of Florida, or in any other state, territory, or possession of the United States.

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida. This Corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock which this Corporation shall be authorized to issue and have outstanding at any one time shall be three billion nine hundred and five million (3,905,000,000) shares, of which three billion nine hundred million (3,900,000,000) shares shall be Common Stock having a par value of \$0.0001 per share, and five million (5,000,000) shares shall be Preferred Stock having a par value \$0.01 per share.

The shares of Preferred Stock may be issued from time to time on one or more series. The Board of Directors of the Corporation (the "**Board of Directors**") is expressly authorized to provide for the issue of all or any of the shares of Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, options, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Designation of Series BB Preferred Stock

Of the 5,000,000 shares of Preferred Stock, par value \$.01 per share, authorized pursuant to the Articles of Incorporation, as amended, 453,000 of such shares are hereby designated as "**Series BB Preferred Stock.**" The powers, designations, preferences, rights, privileges, qualifications, limitations and restrictions applicable to the Series BB Preferred Stock are as follows:

A. Designation. There is hereby designated a series of Preferred Stock denominated as "**Series BB Preferred Stock,**" consisting of 453,000 shares, \$.01 par value per share, having the powers, preferences, rights and limitations set forth below.

B. Liquidation Rights. The holders of the Series BB Preferred Stock shall have liquidation rights as follows (the "**Liquidation Rights**"):

1. Payments. In the event of any liquidation, dissolution or winding up of the Company, holders of shares of Series BB Preferred Stock are entitled to receive, out of legally available assets, a liquidation preference of \$0.01 per share, and no more, before any payment or distribution is made to the holders of the Corporation's common stock (the "**Common Stock**"). But the holders of Series BB Preferred Stock will not be entitled to receive the liquidation preference of such shares until the liquidation preferences of any series or class of the Corporation's stock hereafter issued that ranks senior as to liquidation rights to the Series BB Preferred Stock ("senior liquidation stock") has been paid in full. The holders of Series BB Preferred Stock and all other series or classes of the Corporation's stock hereafter issued that rank on a parity as to liquidation rights with the Series BB Preferred Stock are entitled to share ratably, in accordance with the respective preferential amounts payable on such stock, in any distribution (after payment of the liquidation preference of the senior liquidation stock) which is not sufficient to pay in full the aggregate of the amounts payable thereon. After payment in full of the liquidation preference of the shares of Series BB Preferred Stock, the holders of such shares will not be entitled to any further participation in any distribution of assets by the Corporation.

2. Corporation Action. Neither a consolidation, merger or other business combination of the Corporation with or into another corporation or other entity, nor a sale or transfer of all or part of the Corporation's assets for cash, securities or other property will be considered a liquidation, dissolution or winding upon the Corporation.

C. Conversion. The holders of the Series BB Preferred Stock shall have the right to convert their Series BB Preferred Stock into Common Stock at the rate of 10,000 shares of Common Stock for each share of Series BB Preferred Stock outstanding. Such conversion right may be exercised at any time during which the Series BB Preferred Stock is outstanding. Notwithstanding the foregoing, the Series BB Preferred Stock may not be converted into Common Stock except to the extent that, at the time of conversion, there are a sufficient number of authorized but unissued and unreserved shares of Common Stock available to permit conversion. Any holder of Series BB Preferred Stock desiring to convert its Series BB Preferred Stock shall provide a written notice of conversion to the Company specifying the number of shares to be converted, accompanied by the certificate evidencing the Series BB Preferred Stock to be converted, as well as a duly executed stock power with signature medallion guaranteed ("Conversion Notice"). In the event that, at the time of its receipt of the Conversion Notice, the Company does not have a sufficient number of authorized but unissued and unreserved shares of Common Stock to permit conversion of all outstanding shares of Series BB Preferred Stock, it shall, within five (5) business days following its receipt of the Conversion Notice, provide written notice of its receipt of the Conversion Notice to all holders of Series BB Preferred Stock (the "Company Notice"). Each holder of Series BB Preferred Stock shall then have a period of five (5) business days from the date of the Company Notice in which to provide written notice to the Company of such holder's election to convert its Series BB Preferred Stock into its pro-rata portion of the authorized but unissued and unreserved Common Stock issuable pursuant to the Conversion Notice. The Company shall issue Common Stock upon conversion of the Series BB Preferred Stock based upon the Conversion Notice and responses to the Company Notice, if any. The first Conversion Notice received by the Company shall govern the issuance of Common Stock to all holders of Series BB Preferred Stock and the Company shall not recognize any other Conversion

Notice until the issuance of Common Stock based upon the initial Conversion Notice has been completed. Future Conversion Notices shall be governed by the process set forth in this paragraph.

D. *Voting Rights.* The holders of the Series BB Preferred Stock shall have 10,000 votes per share of Series BB Preferred Stock, and shall be entitled to vote on any and all matters brought to a vote of stockholders of Common Stock, and shall vote as a group with and on the same basis as holders of Common Stock. Holders of Series BB Preferred Stock shall be entitled to notice of all shareholder meetings or written consents with respect to which they would be entitled to vote, which notice would be provided pursuant to the Corporation's By-Laws and applicable statutes. Except as otherwise set forth herein, and except as otherwise required by law, holders of Series BB Preferred Stock shall not have class voting rights on any matter.

E. *Protective Provisions.* So long as shares of Series BB Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by voting or written consent, as provided by Florida law) of the holders of at least a majority of the then outstanding shares of Series BB Preferred Stock:

- Alter or change the rights, preferences or privileges of the shares of Series BB Preferred Stock so as to affect adversely the holders of Series BB Preferred Stock; or
- Do any act or thing not authorized or contemplated by this Designation which would result in taxation of the holders of shares of the Series BB Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

F. *Preferences.* Nothing contained herein shall be construed to prevent the Board of Directors of the Corporation from issuing one or more series of preferred stock with such preferences as may be determined by the Board of Directors, in its discretion.

G. *Amendments.* Subject to Section E above, the designation, number of, and voting powers, designations, preferences, limitations, restrictions and relative rights of the Series BB Preferred Stock may be amended by a resolution of the Board of Directors. At any time there are no shares of Series BB Preferred Stock outstanding, the Board of Directors may eliminate the Series BB Preferred Stock by amendment to these Articles of Amendment.

H. *Adjustments.* The outstanding shares of Series BB Preferred Stock shall be proportionately adjusted to reflect any forward split or reverse split of the Corporation's Common Stock occurring after the issuance of Series BB Preferred Stock.

ARTICLE V

The Board of Directors shall consist of at least one (1) and not more than ten (10) persons, as determined from time to time by the Board of Directors. The directors of this Corporation need not be shareholders.

ARTICLE VI

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VII

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

These Amended and Restated Articles of Incorporation were approved on September 25, 2017 by the holder of a majority of the outstanding (a) Preferred Stock, voting as a group. The number of votes in favor of approval is sufficient under Florida law.

These Amended and Restated Articles of Incorporation shall be effective upon filing with the Secretary of State of Florida.

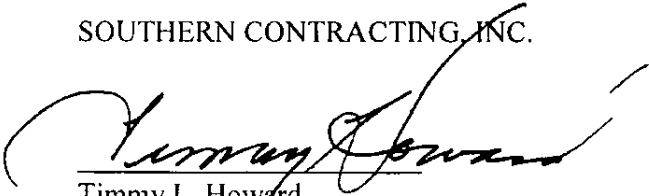
The foregoing resolutions and articles of amendment were adopted by the Board of Directors of the Corporation by Unanimous Written Consent in Lieu of Meeting dated September 25, 2017, and by the holder of a majority of the Corporation's issued and outstanding voting securities by Written Consent in Lieu of Meeting dated September 25, 2017, which represented the minimum number of votes which would be necessary to authorize or take such actions.

Effective Date

These Articles of Amendment shall become effective on the day of filing.

IN WITNESS WHEREOF, the undersigned, being the President and Chief Executive Officer of the Corporation, has executed these Amended and Restated Articles of Incorporation as of September 25, 2017.

SOUTHERN CONTRACTING, INC.

A handwritten signature in black ink, appearing to read "Timmy L. Howard", written over a horizontal line.

Timmy L. Howard
President and Director