S68597

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000252509 3)))

H12000252509ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6380

RA4243.174477

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address:

RECEIVED
12 OCT 18 AM 8:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12 OCT 18 PM 1:00

COR AMND/RESTATE/CORRECT OR O/D RESIGN

BARON CAPITAL ENTERPRISE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	$35.00

Amended & Restated Art.

10-19-12 DE

Electronic Filing Menu Corporate Filing Menu Help

H12000252509 3

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BARON CAPITAL ENTERPRISE, INC.

DOCUMENT NUMBER: S68597

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

Please return all correspondence concerning this matter to the following:

Matthew Dwyer
Name of Contact Person

Firm/ Company

1500 W Cypress Creek Rd, Suite 414
Address

Fort Lauderdale, FL 33309
City/ State and Zip Code

w2572002@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Matthew Dwyer at (954) 623-3209
Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ■ $35 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

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

H12000252509 3

FILED
12 OCT 18 PM 1:00

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BARON CAPITAL ENTERPRISE, INC.

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the Chief Executive Officer of **BARON CAPITAL ENTERPRISE, INC.** (the "**Corporation**"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document #S68597 does hereby certify:

Pursuant to Written Consent of the Board of Directors of said Corporation dated October 15, 2012 and Written Consent of Majority Holders dated October 15, 2012, the Corporation was authorized to amend and restate its articles of incorporation as follows:

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 two billion four hundred and five million (2,405,000,000) shares, of which two billion four hundred million (2,400,000,000) 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 AA 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, 1,000,000 of such shares are hereby designated as "**Series AA Preferred Stock.**" The powers, designations, preferences, rights, privileges, qualifications, limitations and restrictions applicable to the Series AA Preferred Stock are as follows:

A. ***Designation.*** There is hereby designated a series of Preferred Stock denominated as "**Series AA Preferred Stock,**" consisting of 1,000,000 shares, $.01 par value per share, having the powers, preferences, rights and limitations set forth below.

B. ***Liquidation Rights.*** The holders of the Series AA 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 AA 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 AA 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 AA Preferred Stock ("senior liquidation stock") has been paid in full. The holders of Series AA 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 AA 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 AA 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 AA Preferred Stock shall have the right to convert their Series AA Preferred Stock into Common Stock at the rate of 10,000 shares of Common Stock for each share of Series AA Preferred Stock outstanding. Such conversion right may be exercised at any time during which the Series AA Preferred Stock is outstanding. Notwithstanding the foregoing, the Series AA 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 AA Preferred Stock desiring to convert its Series AA 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 AA 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 AA 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 AA Preferred Stock (the "Company Notice"). Each holder of Series AA 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 AA 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 AA 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 AA 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 AA Preferred Stock shall have 10,000 votes per share of Series AA 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 AA 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 note 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 AA Preferred Stock shall have not have class voting rights on any matter.

E. *Protective Provisions.* So long as shares of Series AA 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 AA Preferred Stock:

- Alter or change the rights, preferences or privileges of the shares of Series AA Preferred Stock so as to affect adversely the holders of Series AA 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 AA 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 AA Preferred Stock may be amended by a resolution of the Board of Directors. At any time there are no shares of Series AA Preferred Stock outstanding, the Board of Directors may eliminate the Series AA Preferred Stock by amendment to these Articles of Amendment.

H. ***Adjustments.*** The outstanding shares of Series AA 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 AA 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 October 15, 2012 by holders of a majority of the outstanding (a) Common Stock, voting as a group, (b) Series AA Preferred Stock, voting as a group, and (c) Common Stock and Series AA Preferred Stock, 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.

Matthew P. Dwyer, President
Dated: October 15, 2012