S68597



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# 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 March 31, 2017 and Written Consent of Majority Holder dated March 31, 2017, 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 three billion two hundred and five million (3,205,000,000) shares, of which three billion two hundred million (3,200,000,000) 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,

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 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 BB Preferred Stock shall have 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



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- 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.



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## 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 March 31, 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.

Matthew P. Dwyer, President
Dated: March 31, 2017



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