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COR AMND/RESTATE/CORRECT OR O/D RESIGN
BRICKELL BAY PLAZA, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
 OF
 THE ARTICLES OF INCORPORATION
 OF
BRICKELL BAY PLAZA, INC.

Pursuant to the provisions of §607.1003 of the Florida Business Corporation Act, the Directors and shareholders of BRICKELL BAY PLAZA, INC. (the "Corporation") adopt the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is BRICKELL BAY PLAZA, INC. (hereinafter called the "Corporation").
2. The Third Article of the Corporation's Articles of Incorporation is deleted and replaced by new Third Article, as follows

"THIRD: The Corporation is authorized to issue the following stock:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Stock Class</u>
100	\$1.00	Class A Voting Common Stock
900	\$1.00	Class B Non-Voting Common Stock

The holders of the Class A Voting Common Stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in Section 607.1004 of the Florida Business Corporation Act).

Each share of the issued and outstanding Class A Voting Common Stock of the Corporation in existence immediately prior to the foregoing amendment, shall be reclassified into (i) one-tenth (1/10) of a share of Class A Voting Common Stock, and (ii) nine-tenths (9/10) of a share of Class B Non-Voting Common Stock,

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without any action on the part of the holders thereof, on the terms and subject to the conditions set forth in the Second Plan of Recapitalization attached hereto as Exhibit A."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The amendment made herein to the Articles of Incorporation of the Corporation was adopted by the written consent of all of the Shareholders, the number of votes cast for the amendment was sufficient for approval, and all of the Directors of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704, 607.0821 and 607.1003 of the Florida Business Corporation Act.

5. The effective date of this Amendment is March 1, 2023 (the "Effective Date").

[Signatures on following page.]

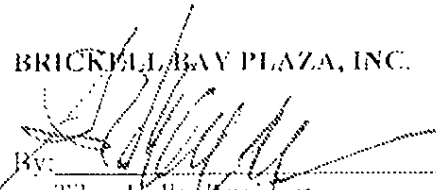
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IN WITNESS WHEREOF, the undersigned, President of the Corporation has executed these Articles of Amendment effective as of the Effective Date.

BRICKELL BAY PLAZA, INC.

By: _____
Tibor Hollo, President

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EXHIBIT "A"

SECOND PLAN FOR RECAPITALIZATION

This Second Plan of Recapitalization (the "Plan") is adopted by the Board of Directors of BRICKELL BAY PLAZA, INC (the "Corporation") as of March 1, 2023 (the "Effective Date").

ARTICLE I

PRESENT CAPITALIZATION

The authorized capital stock of the Corporation is 10,000 shares of common stock which consists of 1,000 shares of Class A Voting Common Stock, \$1.00 par value (the "Class A Voting Stock") and 9,000 shares of Class B Non-Voting Common Stock (the "Class B Non-Voting Stock"), all of which are issued, fully paid, and outstanding. Such shares are owned as described below:

<u>Name</u>	<u>Class A Voting Common Stock</u>	<u>Class B Non-Voting Common Stock</u>
Tiber Hollo Revocable Trust u/a/d August 29, 2017	1000	5000
Hollo Family Trust FBO Jerome u/a/d December 31, 2015	0	2000
Hollo Family Trust FBO Wayne u/a/d December 31, 2015	0	2000

ARTICLE II

THE PROPOSED PLAN OF RECAPITALIZATION

2.1 The Recapitalization.

(a) Subject to the terms and conditions of this Plan, at the Effective Time (as such term is defined in Section 2.1(b) hereof), each share of Class A Voting Stock will be reclassified (the "Reclassification") in the manner set forth in Section 2.2 hereof in exchange for the "Recapitalization Consideration" (as such term is defined in Section 2.3 hereof).

(b) The Reclassification shall become effective upon the filing of the Articles of Amendment of the Articles of Incorporation of the Corporation (the "Amended Articles") with the Secretary of State of the State of Florida in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"). The date and time when the Reclassification shall become effective is herein referred to as the "Effective Time."

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2.2 Reclassification of Stock. At the Effective Time, each authorized, issued and outstanding share of Class A Voting Stock shall, without any action on the part of the holder, thereof be reclassified as, and changed into (i) one-tenth (1/10) of a fully paid and nonassessable share of Class A Voting Stock and (ii) nine-tenths (9/10) of a fully paid and nonassessable share of Class B Non-Voting Stock. The holders of Class A Voting Stock and Class B Non-Voting Stock shall have identical rights with respect to (i) distributions from the Corporation, (ii) the liquidation of the Corporation and (iii) all other matters effective the Corporation, except that the holders of Class B Non-Voting Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise provided in Section 607.1004 of the Act).

2.3 The Exchange.

(a) Upon surrender to the Corporation of a certificate or certificates formally representing the Class A Voting Stock, the holder of such certificate or certificates shall, for each share of Class A Voting Stock, be entitled to receive (i) a one-tenth (1/10) share of Class A Voting Stock per one share of Class A Voting Stock previously owned and (ii) a nine-tenths (9/10) share of Class B Non-Voting Stock per one share of Class A Voting Stock previously owned, all in accordance with Section 2.2 hereof.

(b) The Class A Voting Stock and the Class B Non-Voting Stock are sometimes referred to herein as the "Recapitalization Consideration."

2.4 Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be amended at the Effective Time in the manner set forth in the Amended Articles, and as so amended, shall be the Articles of Incorporation of the Corporation until thereafter amended as provided therein and in accordance with the Act.

2.5 Bylaws of the Corporation. The Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of the Corporation until thereafter amended as provided therein and in accordance with the Articles of Incorporation of the Corporation or the Act.

ARTICLE III

CONDITIONS PRECEDENT

3.1 Conditions Precedent to Consummation of the Reclassification. The consummation of the transactions contemplated by this Plan (collectively, the "Recapitalization") is subject to the satisfaction or waiver (subject to applicable law) of each of the following conditions:

(a) Approval of the Plan. The approval of this Plan and all actions contemplated by this Plan that require the approval of the Corporation's Class A Voting Stock shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

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(b) Approvals of the Articles. The approval of the Amended Articles by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval.

(c) Litigation. No action, proceeding or investigation shall have been instituted or threatened, on or prior to the Effective Time, before any court or administrative body, to restrain, enjoin or otherwise prevent the consummation of this Plan or the transactions contemplated hereby or to recover any damages or obtain other relief as a result of this Plan, and no restraining order or injunction issued by any court of competent jurisdiction shall be in effect prohibiting the consummation of this Plan.

[Signatures on following page.]


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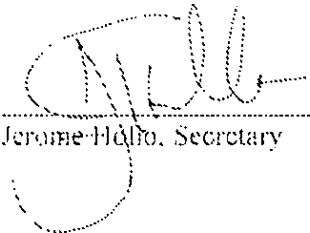
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IN WITNESS HEREOF, the Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its President and attested by its Secretary, effective as of the Effective Date.

BRICKELL BAY PLAZA, INC

By:  _____
Tibor Hollo, President

By:  _____
Jerome Hollo, Secretary

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