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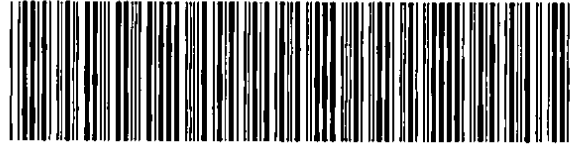
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TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Baron Capital Enterprise Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Davy Karkason Esq.

Name (Printed or typed)

2121 Biscayne Blvd #1878

Address

Miami, FL 33137

City, State & Zip

5619619477

Daytime Telephone number

info@transnationalmatters.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

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RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation is: Baron Capital Enterprise Inc.

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows:

In accordance with a court order, all previous officers and directors

of the Corporation are hereby removed from their positions

effective immediately upon the filing of these Articles of Amendment.

Jake P. Noch is appointed as Chief Executive Officer (CEO) and Chairman

of the Board of Directors of the Corporation, with full authority and duties

as provided by law and the Corporation's bylaws if any.

Rodrigo Di Federico is appointed as Chief Technology Officer (CTO)

of the Corporation, with authority and duties as provided by law and the

Corporation's bylaws if any.

These appointments follows the Court Order attached to this amendment as

Exhibit A

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change	<u>CEO</u>	<u>Jake P. Noch</u>	<u>382 NE 191ST STREET PMB 434913</u>
<u>X</u> <u> </u> Add			<u>Miami Florida 33179</u>
<u> </u> Remove			
2) <u> </u> Change	<u>CTO</u>	<u>Rodrigo Di Federico</u>	<u>382 NE 191ST STREET PMB 434913</u>
<u>X</u> <u> </u> Add			<u>Miami Florida 33179</u>
<u> </u> Remove			
3) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			
4) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			
5) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			

ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document;

ARTICLE VII REQUIRED ADOPTION INFORMATION

Check if applicable:

☒ The amendment(s) is/are being filed pursuant to s. 607.0120(11)€, F.S.

The date of each amendment(s) adoption is: November 6, 2024
if other than the date this document is signed.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

“The number of votes cast for the amendment was/were sufficient for approval by

(voting group)

ARTICLE VIII EFFECTIVE DATE:


Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 11/06/2024

Signature: 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Jake P. Noch
(Typed or printed name of person signing)

Custodian/CEO
(Title of person signing)

FILED
2024 NOV -7 AM 9:18
TALLAHASSEE, FLORIDA

Exhibit 'A'

**IN THE CIRCUIT COURT OF THE TWENTIETH JUDICIAL CIRCUIT
CIRCUIT IN AND FOR COLLIER COUNTY, FLORIDA**

JAKE P. NOCH FAMILY OFFICE LLC.,

CASE NO:11-2024-CA-000998-0001-XX

A Limited Liability Company in St. Kitts & Nevis

v.

Baron Capital Enterprise Inc.
a Florida Corporation,

Defendant.

FILED
2024 NOV -7 AM 9:18
TALLAHASSEE, FLORIDA

**ORDER GRANTING THE PLAINTIFF'S MOTION FOR
FINAL DEFAULT JUDGMENT.**

THIS CAUSE having come before the Court on the Plaintiff, JAKE P. NOCH FAMILY OFFICE LLC's Amended Motion for Final Default Judgment and the Court having reviewed the file, upon agreement of counsel and the client, and the Court otherwise being fully advised in the premises, it is hereby

ORDERED and ADJUDGED as follows:

- a. Plaintiff's Amended Default Motion is GRANTED.
- b. Defendant Baron Capital Enterprise Inc. has failed to file an Answer or otherwise respond to Plaintiff's Complaint within the time specified by Florida's Rules of Civil Procedure.
- c. Default judgment is hereby entered against Defendant Baron Capital Enterprise Inc., in favor of Plaintiff.
- d. Plaintiff is appointed as Chairman of the Board (COB) and Chief Executive Officer (CEO) of Baron Capital Enterprise Inc. without the need to hold a formal shareholder vote.

- c. Plaintiff is granted custodianship of Baron Capital Enterprise Inc.
- f. All existing share classes that Plaintiff deems necessary are hereby removed.
- g. Plaintiff is provided with a voting control block as part of this process.
- h. Any voting rights issues, as requested by Plaintiff, are addressed and resolved.
- i. Plaintiff's annual salary as custodian, including any affiliated entities or third parties as directed by Jake P. Noch, will be paid in the form of a convertible note. This convertible note shall allow Jake P. Noch, his affiliated entities, or any party or third party as directed by Jake P. Noch / Jake P. Noch Family Office LLC, to receive shares until realizing six million dollars (\$6,000,000.00) annually, in addition to ongoing reimbursements for any capital expenses paid on the company's behalf. Additionally, Plaintiff will receive 50% of the net profit from all future ventures formalized under the company. The note shall remain valid and in effect until Mr. Noch realizes six million dollars (\$6,000,000.00) annually, with additional shares added to the convertible note as necessary to achieve this amount. The entity shall indemnify Plaintiff for any unknown liabilities that may pre-exist. This salary mechanism accounts for the risks undertaken and costs incurred in addressing regulatory issues, restructuring the business, and acquiring or building a new company, ensuring the continued benefit to shareholders.
- j. The reimbursement, convertible note, and the shares related to this transaction shall be conducted solely under a Section 3 (a)(10) exemption of the Securities Act of 1933. This exemption shall apply to both the newly issued shares and any previously acquired shares in the open market. The Court shall schedule a fairness hearing to ensure compliance with the exemption process, and to find that the terms

and conditions of the exchange are fair to those to whom securities will be issued.

- k. Additionally, the custodian will take over the Series AA shares, BB shares, and any other control blocks and will have the discretion to determine the structure of the shares currently in existence.
- l. Furthermore, the Court creates a class of shares called Preferred J Class with the following rights: a. Each share in the Preferred J Class can vote on all matters. b. The Preferred J Class is intended to be exclusively held by Jake P. Noch or his affiliated entities. c. The Preferred J Class will have 80% voting power across all classes of shares of the company.
- m. The Section 3(a)(10) exemption applies directly to the underlying shares of common stock of Defendant, and accordingly, such shares issued to Plaintiffs, Jake P. Noch et al., in connection with their Settlement Agreement, do not need to rely on Rule 144 or any other exemption from the Act's registration requirements. Neither Plaintiffs nor the shares of common stock of Defendant issued or to be issued pursuant to the Section 3(a)(10) exemption are subject to compliance with any of the provisions of Rule 144, including, but not limited to, volume limitations and affiliate restrictions.
- n. The Section 3(a)(10) exemption shall also apply to previous issuance transactions by Defendant, to Plaintiffs, Jake P. Noch et al., and their respective affiliates. Amounts previously realized from sales of Defendant's common stock will be deducted from the current amounts outstanding under the Settlement Agreement and/or future balances as one-time deductions.
- o. Issuances of shares of common stock under the Settlement Agreement pursuant to

- the Section 3(a)(10) exemption are not required to be accomplished in limited tranches, and there is no restriction on the issuance of such shares.
- p. The Section 3(a)(10) exemption provided by this Court's Order is not linked to the public market per-share price of Defendant's common stock and is solely based on the funds realized by Plaintiffs from the sale of such shares.
- q. Moreover, Jake P. Noch or his family office, Jake P. Noch Family Office LLC, shall not incur any liability or be responsible for previous actions or transactions prior to being appointed as the CEO or Chair Man of the Company.
- r. Rodrigo Di Federico is appointed as Chief Technology Officer (CTO) of Baron Capital Enterprise Inc. (BCAP) in exchange for compensation of one million dollars (\$1,000,000.00) per year via 3(a)(10) shares, along with an additional 10%-20% of the net profit from any new business ventures initiated under the trading program he brings to BCAP.
- s. Given the dormant status of the Company, the creation of the Preferred J Class shares and other structural changes will enable Plaintiff to implement necessary changes, ensuring compliance and revitalization of the company, ultimately benefiting the shareholders.

DONE and ORDERED in Chambers, Collier County

FILED
2024 NOV - 7
11-2024-CA-000998-0001-01
08/23/2024 10:12:44
Ramiro Mañalich, Circuit Court Judge hEv6115W
11-2024-CA-000998-0001-01 08/23/2024 10:12:44

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