S68597

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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:

JAKE P. NOCH
Name of Contact Person

Firm/ Company

382 NE 191st Street PMB 434913
Address

Miami, FL 33179
City/ State and Zip Code

INFO@TRANSNATIONALMATTERS.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAVY KARKASON, ESQ. at (305) 417-9866

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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

BARON CAPITAL ENTERPRISE, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

S68597

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_______________ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

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C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _______________

____
(Florida street address)

New Registered Office Address: _______________, Florida _______________
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

Check if applicable
■ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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

Type of Action (Check One)	Title	Name	Address
1) ____ Change	____	____	____
____ Add			____
____ Remove			____
2) ____ Change	____	____	____
____ Add			____
____ Remove			____
3) ____ Change	____	____	____
____ Add			____
____ Remove			____
4) ____ Change	____	____	____
____ Add			____
____ Remove			____
5) ____ Change	____	____	____
____ Add			____
____ Remove			____
6) ____ Change	____	____	____
____ Add			____
____ Remove			____

E. If amending or adding additional Articles, enter change(s) here:
(Attach *additional sheets, if necessary). (Be specific)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

ENCLOSED IS BARON CAPITAL ENTERPRISE INC'S (I) AUGUST 20 2025 ADOPTED BOARD RESOLUTION AND (II) AN AMENDMENT TO THE ARTICLES OF INCORPORATION. Article IV of the Articles of Incorporation is hereby amended Article IV of the Articles of Incorporation is hereby amended to provide that the Corporation shall be authorized to issue an unlimited number of shares of common stock, with such rights, privileges, and preferences as may be designated by the Board of Directors in accordance with the Florida Business Corporation Act.

The date of each amendment(s) adoption: ______________________________, if other than the date this document was signed.

Effective date if applicable: 08/20/2025
(no more than 90 days after amendment file date)

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.

Adoption of Amendment(s) **(CHECK ONE)**

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

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

☐ The amendment(s) was/were approved by the shareholders through voting groups. *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(s) was/were sufficient for approval

by ______________________________."
(voting group)

Dated 08/20/2025

Signature Jake P. Noch
(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)

Title Court-Appointed Custodian, CEO, and Chairman of the Board of Directors
(Title of person signing)

BOARD RESOLUTION OF BARON CAPITAL ENTERPRISES INC.
A Florida Corporation

Authorization to Issue Unlimited Shares

The undersigned, being all of the directors of **Baron Capital Enterprises**, a Florida corporation (the "Corporation"), acting pursuant to the authority granted by the Corporation's Bylaws and the Florida Business Corporation Act (FBCA), hereby adopt the following resolutions by unanimous written consent:

WHEREAS, the Board of Directors deems it to be in the best interest of the Corporation to authorize the issuance of an unlimited number of shares of common stock, subject to compliance with applicable law and any required amendment to the Corporation's Articles of Incorporation;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Corporation shall be authorized to issue an unlimited number of shares of its common stock, with such rights, privileges, and preferences as may be designated by the Board of Directors in accordance with Florida law. The Corporation further acknowledges and reaffirms that one (1) share of preferred stock designated as Preferred "J" has been duly created and issued and is held by Jake P. Noch Family Office LLC, with such rights, preferences, and privileges as previously established by the Board of Directors pursuant to the Articles of Incorporation and the Florida Business Corporation Act ("FBCA").

2. The Corporation's officers are hereby authorized and directed to take all necessary and appropriate steps to implement this resolution, including but not limited to preparing and filing any required amendments to the Articles of Incorporation with the Florida Department of State, Division of Corporations, and ensuring compliance with all legal and procedural requirements under the FBCA.

3. All actions taken by the Corporation's officers prior to the adoption of this resolution that are consistent with the intent and purpose hereof are hereby ratified, approved, and confirmed in all respects.

CERTIFICATION

The undersigned hereby certifies that the foregoing is a true and correct copy of the resolution adopted by the custodian of Baron Capital Enterprise Inc. on the date set forth above.

IN WITNESS WHEREOF, the undersigned has executed this resolution.

______________________________ **Date:** August 30, 2025

Jake P. Noch.

AMENDMENT TO THE ARTICLES OF INCORPORATION OF BARON CAPITAL ENTERPRISE INC.

Pursuant to Section 607.1002 of the Florida Business Corporation Act, Baron Capital Enterprise Inc. (the "Corporation"), a Florida corporation, adopts the following amendment to its Articles of Incorporation to remove the Series BB and Series AA Preferred Shares in compliance with the court order issued in Case No. 11-2024-CA-000998-0001-XX:

Article IV: Capital Stock of the Articles of Incorporation is amended as follows:

1. **Removal of Series BB Preferred Stock**
   The previously authorized **Series BB Preferred Stock** is hereby canceled and removed from the Corporation's authorized capital stock. All rights, privileges, and preferences associated with Series BB Preferred Stock are revoked.

2. **Removal of Series AA Preferred Stock**
   The previously authorized **Series AA Preferred Stock** is hereby canceled and removed from the Corporation's authorized capital stock. All rights, privileges, and preferences associated with Series AA Preferred Stock are revoked.

3. **Effective Date**
   This amendment shall become effective upon filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the duly authorized officer of Baron Capital Enterprise Inc., has executed this amendment as of the date set forth below.

Date: August 20, 2025

____

Jake P. Noch
Chairman of the Board and Chief Executive Officer
Baron Capital Enterprise Inc.