

C4 ODYSSEY, INC.

(Formerly GNCC CAPITAL, INC.)

ARTICLES OF AMENDMENT

COMPANY IMPLEMENTS FURTHER REVERSE SPLIT OF COMMON STOCK

EFFECTIVE DATE: **FEBRUARY 3, 2016**

GENERAL INFORMATION

On January 26, 2016, our Board of Directors ("Board") and holders of a majority of the voting power of C4 Odyssey, Inc. (Formerly GNCC Capital, Inc.) ("GNCC" or "the Company) approved the following matters:

On January 26, 2016, the Company received a written consent in lieu of a meeting of stockholders from those stockholders representing 14,515,268,686 shares of voting shares of Common Stock, this being 54.28% of the voting power of the Company, which was sufficient to achieve stockholder approval of these actions.

1. FURTHER REVERSE SPLIT OF THE COMPANY'S COMMON STOCK

On January 26, 2016, the Board and holders of a majority of the voting power of the Company approved a further reverse split of the Company's Common Stock in the ratio of 3 to 1. This means that after the reverse stock split has taken effect, you will own one share of C4 Odyssey, Inc. (Formerly GNCC Capital, Inc.) Common Stock for each 6,000 shares of GNCC Common Stock that you currently own.

This was approved and filed by the Secretary of State in Wyoming on February 3, 2016.

Following the reverse stock split, we will have approximately 4,456,850 shares of Common Stock issued and outstanding. As at February 3, 2016, the Company had 26,741,103,470 shares of outstanding Common Stock.

As at February 3, 2016, there are 14,348,166,231 shares of Common Stock on deposit at the DTCC. Following the reverse stock split, we will have approximately 2,391,361 shares of Common Stock on deposit at the DTCC.

The Company has requested that two additional stockholders representing 2,101,251,086 shares of the Company's Common Stock on deposit at the DTCC, request that their shares of Common Stock be placed in certificate form. Should they comply with the Company's request, this will reduce the shares of Common Stock on deposit at the DTCC to 11,867,897,635; and following the reverse stock split, we would then have approximately 1,977,982 shares of Common Stock on deposit at the DTCC. There are no assurances that either of these stockholders will comply with the Company's request.

As at February 3, 2016, the Company has 12,392,937,239 shares of restricted shares of Common Stock issued and outstanding. Following the reverse stock split, the Company will have approximately 2,065,489 shares of restricted shares of Common Stock issued and outstanding.

2. CHANGE IN COMPANY NAME

On November 9, 2015, the Board and holders of a majority of the voting power of the Company approved a change of the Company's name to "C4 Odyssey, Inc.".

As a result, we filed an amendment to our Articles of Incorporation with the State of Wyoming to effectuate this reverse stock split and change in name.

This was approved and filed by the Secretary of State in Wyoming on November 19, 2015.

3. CHANGE IN CUSIP NUMBER

Effective November 24, 2015, the Company was allocated a new CUSIP as follows:-

ISSUER: C4 ODYSSEY, Inc.
CUSIP NUMBER: 15723P 108
ISIN NUMBER: US15723P1084
ISSUE DESCRIPTION: COMMON STOCK

INITIAL REVERSE SPLIT OF THE COMPANY'S COMMON STOCK

On November 9, 2015, the Board and holders of a majority of the voting power of the Company approved a reverse split of the Company's Common Stock in the ratio of 2,000 to 1. This means that after the reverse stock split has taken effect, you will own one share of GNCC Common Stock for each 2,000 shares of GNCC Common Stock that you currently own.

This was approved and filed by the Secretary of State in Wyoming on November 19, 2015.

RATIONALE FOR THE FURTHER REVERSE SPLIT OF THE COMPANY'S COMMON STOCK

The Company's common stock has been and is currently trading at a highly depressed value, being $0.0001 with no bid whatsoever, with zero to limited liquidity in the trading of the Company's stock; a situation that has prevailed for over a year. This abnormally low stock price, no liquidity and no bid has resulted in the Company's complete inability to raise necessary financing or consummate any transactions whatsoever.

The Directors Resolution in respect of a Stock Repurchase Program as approved on January 13, 2014 and extended on September 14, 2015 as filed on the OTC Markets and Disclosure Service; was not yet implemented due to the very limited liquidity and no bid on the Company's Stock; as such stock repurchases are subject to the rules and regulations in terms of Rule 10b-18 of the 1934 Securities Act (As Amended). The conditions as set out in these rules was not met, in order to permit any such stock repurchases by the Company.

The Company has consistently stated that it intends to diversify the Company into other Industry Sectors in order to acquire revenues, profits and cash flow. This will only be achieved through acquisitions and those acquisitions, to be consummated, primarily in cash.

The Company's Directors are determined and very committed to continue to pursue acquisitions and/or transactions in other Industry Sectors and these corporate actions will hopefully serve to assist them in their achievement of these goal to maximize stockholder value.

After months of ongoing discussions with potential financiers and vendors; the Company's Directors were clear that these corporate actions were not only necessary but not negotiable, if the Company was to survive but hopefully in the future, prosper and reward its stockholders. Following further discussions with potential financiers, it was made clear that the initial Reverse Split of the Company's Common Stock in the ratio of 2,000 for 1 was insufficient and that it be increased to 6,000 for 1.

Furthermore, following the inability of the Company to obtain external financing and to consummate any transactions, the Company's existing Convertible Loan Note Holders, shareholders representing in excess of 51% of the outstanding shares of Common Stock and the majority of the stockholders representing issued and outstanding Classes of Convertible Preferred Stock; withdrew financial and other support to the Company pending a resolution. These corporate actions were deemed acceptable to the aforesaid parties in order to gain their support.

The Company will continue to hold its interests in Mining Exploration and will attempt to seek Joint Venture Partners and/or other transactions in that Sector. The currently depressed precious metals prices and the financial community's universally accepted negative outlook for this sector will in all likelihood continue to result in very limited interest in any transactions in this sector, for the Company; and therefore in all likelihood result in zero cash flow, revenues or profits for the Company in the foreseeable future, in the opinion of the Company's Directors. This is clearly not in stockholder interests in the immediate term.

Whilst the Company's Directors have historically negatively commented upon the impact upon stockholders caused by a reverse split of the Company's Common Stock, the current situation whereby the complete inability to raise any financing and the failure (despite best efforts) to consummate any acquisitions whatsoever; far outweigh the Directors previous statements in order to best protect and to serve our stockholders.

NOTES TO THE REVERSE SPLIT OF THE COMPANY'S COMMON STOCK

We will not issue fractional shares or scrip; rather, shareholders holding fractional shares will have their shareholdings rounded down to the nearest whole number of shares.

REDUCTION OF THE COMPANY'S AUTHORIZED COMMON STOCK

The Company has entered into several convertible promissory notes ("Notes") with investors as well as issued various Classes of Convertible Preferred Stock ("the Preferred"). These Notes and the Preferred are convertible into Common Stock. In order to have sufficient shares available for issuance to these investors in the future, the Board and holders of a majority of the voting power of the Company approved on January 26, 2016, a 1 for 3 reverse split to the number of Authorized Common Stock.

These Notes and the Preferred require the Company to maintain a certain number of shares of Common Stock available for issuance to creditors that wish to convert their Notes and the Preferred into Common Stock. As a result, the Company must maintain the number of authorized shares of Common Stock in order to fulfill its obligations under the Notes and the Preferred in order to avoid default. In addition to complying with its existing obligations under the Notes, the Board has determined that it is in the best interest of the Company to maintain good relations with these creditors so that the Company may access additional capital in the future. Further, the Board believes it is in the Company's best interest to have additional Common Stock authorized for general corporate purposes, including acquisitions, equity financings and grants of stock and stock options. The maintaining of the number of authorized shares of Common Stock has been determined by the Board to allow for these possibilities and to provide for a sufficient amount of Common Stock to support its expansion and future financing activities, if any. Other than as set forth in the above Notes, there are no present plans for future issuances of common stock. When the Board deems it to be in the best interest of the Company and stockholders to issue additional shares of Common Stock or Preferred Stock in the future, the Board will not seek further authorization by vote of the stockholders, unless such authorization is otherwise required by law or regulation.

APPLICATION FOR A NEW TRADING SYMBOL, CHANGE IN NAME AND APPROVAL OF THESE CORPORATE ACTIONS

Following the Company's receipt of the stamped Articles of Amendment from the Secretary Of State in Wyoming on February 3, 2016, the Company will now be making an application to FINRA for approval of these Corporate Actions, the setting of the Effective Date of the Reverse Split of the Company's Common Stock, the Company's Name Change and the new Trading Symbol.

The Company's Directors will liaise with its Transfer Agent and its professional advisors in order to prepare all of the requisite filings as are required to implement these corporate actions.

Stockholders will be kept appraised of all pertinent details through our filings on the OTC Markets Filing and Disclosure Service.

EFFECT UPON STOCK REPURCHASE PROGRAM

These corporate actions have no impact whatsoever upon our intentions to implement our Stock Repurchase Program, details of which have been filed on the OTC Markets Filing and Disclosure Service. The Directors Resolution in respect of a Stock Repurchase Program as approved on January 13, 2014 and extended on September 14, 2015 as filed on the OTC Markets and Disclosure Service.

It is anticipated that post the reverse split of the Company's Common Stock, that the Stock Repurchase Program may well be implemented, however any such implementation will be strictly to the adherence to the rules and regulations in terms of Rule 10b-18 of the 1934 Securities Act (As Amended).

OTHER

In due course, a new web site will be introduced, www.c4odyssey.com. The existing web site, www.gncc-capital.com is now obsolete. The Company's Social Media presence will be rebranded as "C4 Odyssey". The Company contact details remain as displayed on Press Releases, Filings and on the OTC Markets website; as they are amended, all of the same will be updated accordingly. The Company's Twitter has been changed to "@C4Odyssey".

EXHIBITS:-

1. Resolution of the Company's Board of Directors dated November 9, 2015
2. Articles of Amendment received from the Secretary of State, Wyoming dated November 19, 2015.
3. Resolution of the Company's Board of Directors dated January 26, 2016.
4. Articles of Amendment received from the Secretary of State, Wyoming dated February 3, 2016.

DATED: FEBRUARY 3, 2016

RONALD YADIN LOWENTHAL
C4 ODYSSEY, INC.
(Formerly GNCC CAPITAL, INC.)
EXECUTIVE CHAIRMAN

GNCC CAPITAL, INC.
(the "Company")
RESOLUTIONS OF THE DIRECTORS

The undersigned, being the directors of the Company, a Wyoming corporation, by consent in writing pursuant to the authority contained in the corporate law of the State of Wyoming and without the formality of convening a meeting, do hereby consent to the following actions of the Company, to be effective as of the filing of the Articles of Amendment with the Wyoming Secretary of State.

BE IT RESOLVED THAT:

1. The Company's Board of Directors has determined that the Company change its corporate name to "C4 Odyssey, Inc."

2. The Company's Board of Directors has determined to implement a 1 for 2,000 reverse split of the Company's common stock.

3. The attached Articles of Amendment for GNCC Capital, Inc. is HEREBY APPROVED and recommended to the Shareholders for their approval.

4. The directors and officers of the Company be and are hereby authorized, empowered and directed to take any and all such actions as in their discretion they deem necessary or expedient to effectuate the purposes of the foregoing resolutions; and

5. This resolution may be signed by the directors in as many counterparts as may be necessary, each of which shall be deemed to be an original (and each signed copy sent by electronic facsimile transmission shall be deemed to be an original), and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date as set forth above.

Dated as of November 9, 2015

THE DIRECTORS:

Nicolaas Edward Blom

Ronald Yadin Lowenthal

Wyoming Secretary of State
State Capitol Building, Room 110
200 West 24th Street
Cheyenne, WY 82002-0020
Ph. 307.777.7311
Fax 307.777.5339
Email: Business@wyo.gov

EXHIBIT B - PAGE NUMBERED 1

Ed Murray, WY Secretary of State
FILED: 11/19/2015 03:31 PM
Original ID: 2014-000677121
Amendment ID: 2015-001823245

Profit Corporation
Articles of Amendment

1. Corporation name:

GNCC CAPITAL, INC.

2. Article(s) 1 and 13 is amended as follows:

1. The Corporation's name is "C4 Odyssey, Inc."

13. As approved by the Company's Board of Directors and a majority of the common shares, a 1 for 2,000 reverse split of the common stock was approved on November 9, 2015. The reverse split does not affect any class of stock other than the common stock. The reverse split does not affect the number of authorized shares or the par value of the common stock.

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself which may be made upon facts objectively ascertainable outside the articles of amendment.

NOT APPLICABLE

4. The amendment was adopted on 11/09/2015
(Date – mm/dd/yyyy)

5. If the amendment was adopted by the incorporators or board of directors without shareholder approval, a statement that the amendment was duly approved by the incorporators or by the board of directors as the case may be and that shareholder approval was not required.

NOT APPLICABLE

Received
NOV 12 2015
Secretary of State
Wyoming

OR

Wyoming Secretary of State
State Capitol Building, Room 110
200 West 24th Street
Cheyenne, WY 82002-0020
Ph. 307.777.7311
Fax 307.777.5339
Email: Business@wyo.gov

EXHIBIT B - PAGE NUMBERED 2

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If approval was required by the shareholders, a statement that the amendment was duly approved by the shareholders in the manner required by this act and by the articles of incorporation.

The amendment was duly approved by the shareholders in the manner required by the Wyoming Business Corporation Act and the Company's articles of incorporation.

Signature: _____ **Date:** 11/09/2015 *(mm/dd/yyyy)*

Print Name: RONALD YADIN LOWENTHAL

Title: EXECUTIVE CHAIRMAN

Contact Person: RONALD LOWENTHAL

Daytime Phone Number: (702) 951-9793 Email: corporate@gncc-capital.com

Checklist

- ☐ ***Filing Fee: $50.00*** Make check or money order payable to Wyoming Secretary of State.
- ☐ The Articles of Amendment may be executed by the Chairman of the Board, President or another of its officers.
- ☐ Please submit one **originally signed** document and one exact photocopy of the filing.

EXHIBIT "C"

C4 ODYSSEY, INC.
(Formerly GNCC CAPITAL, INC.)
(the "Company")
RESOLUTIONS OF THE DIRECTORS

The undersigned, being the directors of the Company, a Wyoming corporation, by consent in writing pursuant to the authority contained in the corporate law of the State of Wyoming and without the formality of convening a meeting, do hereby consent to the following actions of the Company, to be effective as of the filing of the Articles of Amendment with the Wyoming Secretary of State.

BE IT RESOLVED THAT:

1. The Company's Board of Directors has determined to implement a 1 for 3 reverse split of the Company's common stock and of the Company's Authorized Common Stock.

2. The attached Articles of Amendment for GNCC Capital, Inc. is HEREBY APPROVED and recommended to the Shareholders for their approval.

3. The directors and officers of the Company be and are hereby authorized, empowered and directed to take any and all such actions as in their discretion they deem necessary or expedient to effectuate the purposes of the foregoing resolutions; and

4. This resolution may be signed by the directors in as many counterparts as may be necessary, each of which shall be deemed to be an original (and each signed copy sent by electronic facsimile transmission shall be deemed to be an original), and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date as set forth above.

Dated as of January 26, 2016

THE DIRECTORS:

/s/ /s/

Nicolaas Edward Blom **Ronald Yadin Lowenthal**

Wyoming Secretary of State
State Capitol Building, Room 110
200 West 24th Street
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EXHIBIT "D" - PAGE NUMBERED 1

Ed Murray, WY Secretary of State
FILED: 02/03/2016 10:00 AM
Original ID: 2014-000677121
Amendment ID: 2016-001852770

Profit Corporation
Articles of Amendment

1. Corporation name:

C4 ODYSSEY, INC.

2. Article(s) 13 is amended as follows:

13. As approved by the Company's Board of Directors and a majority of the Common Stock, a 1 for 3 reverse split of the Common Stock was approved on January 26, 2016. The reverse split of the Authorized Common Stock of 1 for 3 was approved. The reverse split does not affect any class of stock other than the Common Stock and the Authorized Preferred Stock remains unchanged. The reverse split does not affect the par value of the Common Stock nor of the Authorized Preferred Stock.

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself which may be made upon facts objectively ascertainable outside the articles of amendment.

NOT APPLICABLE

4. The amendment was adopted on 01/26/2016
(Date – mm/dd/yyyy)

5. If the amendment was adopted by the incorporators or board of directors without shareholder approval, a statement that the amendment was duly approved by the incorporators or by the board of directors as the case may be and that shareholder approval was not required.

NOT APPLICABLE

OR

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Email: Business@wyo.gov

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If approval was required by the shareholders, a statement that the amendment was duly approved by the shareholders in the manner required by this act and by the articles of incorporation.

The amendment was duly approved by the shareholders in the manner required by the Wyoming Business Corporation Act and the Company's Articles of Incorporation.

Signature: _____ **Date:** 01/26/2016 *(mm/dd/yyyy)*

Print Name: RONALD YADIN LOWENTHAL

Title: EXECUTIVE CHAIRMAN

Contact Person: RONALD YADIN LOWENTHAL

Daytime Phone Number: (415) 839-9717 Email: corporate@gncc-capital.com

Checklist

- ☐ ***Filing Fee: $50.00*** Make check or money order payable to Wyoming Secretary of State.
- ☐ The Articles of Amendment may be executed by the Chairman of the Board, President or another of its officers.
- ☐ Please submit one **originally signed** document and one exact photocopy of the filing.