State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on September 9, 2016, for BARON CAPITAL ENTERPRISE, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is S68597.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Fifteenth day of September, 2016

Ken Detzner
Secretary of State

CR2EO22 (1-11)

Articles of Amendment
to
Articles of Incorporation
of

Baron Capital Enterprise, Inc.

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

568597

(Document Number of Corporation (if known)

16 SEP 2 PM 4:35

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)

_____

_____

_____

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

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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			_____

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

Artilce IV Shares - shall be deleted in its entirety and replaced with the attached.

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*)

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The date of each amendment(s) adoption: September 8, 2016, if other than the date this document was signed.

Effective date if applicable: _____
(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 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 Preferred Series AA *(voting group)*."

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

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

Dated 09-08-16

Signature Matthew P. Dwyer
(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)

Matthew Dwyer
(Typed or printed name of person signing)

President
(Title of person signing)

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UNANIMOUS JOINT WRITTEN CONSENT
IN LIEU OF MEETINGS
OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF
BARON CAPITAL ENTERPRISE, INC.

(Under Section 607.0602 of the Florida Business Corporation Act)

The undersigned, being the sole member of the Board of Directors 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 (the "Corporation"), bearing document number S68597, does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Corporation and the holder of a majority of the outstanding capital stock of the Corporation as required by Section 607.0602 of the Florida Business Corporation Act:

WHEREAS, that by virtue of the authority contained in the Articles of Incorporation of the Corporation, the Corporation has authority to issue 2,400,000,000 shares of $.0001 par value per share of common stock, 5,000,000 shares of $.01 par value per share preferred stock.;

WHEREAS, the Corporation presently has issued and outstanding 2,362,355,947 shares of Common Stock and 453,300 shares of Series AA Preferred Stock.;

RESOLVED, the Board of Directors be and hereby amends the Corporation's Articles of Incorporation to increase the number of authorized shares of Common Stock from 2,400,000,000 shares to 6,935,000,000 shares; and be it;

RESOLVED, the Board of Directors and the Shareholders of the Series AA Preferred have agreed to convert the Preferred and eliminate the Series AA Preferred shares. The series of Preferred Stock, denominated as the Corporation's Series AA Preferred Stock and consisting of 1,000,000 shares, is hereby eliminated and restored to the status of authorized but unissued Preferred Stock, subject to future designation by the Board of Directors in accordance with the authority conferred upon it in the Corporation's Articles of Incorporation, and be it;

RESOLVED, that Article IV of the Corporation's Articles of Incorporation – SHARES – be and the same hereby replaced, in its entirety, by the following:

ARTICLE IV
SHARES

This Corporation is authorized to issue two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common Stock which this Corporation is authorized to issue is Six Billion Nine Hundred and Thirty Five Million (6,935,000,000) shares, par value $0.0001. The total number of shares of Preferred Stock which this Corporation is authorized to issue is Five Million (5,000,000) shares, par value $0.01.

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, participating, options, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

The foregoing resolutions and articles of amendment were adopted by the Board of Directors of the Corporation by Unanimous Written Consent in Lieu of Meeting dated September 8, 2016, by a holder of a majority of the Corporation's issued and outstanding voting securities.

Effective Date

These Articles of Amendment shall become effective on September 8, 2016.

IN WITNESS WHEREOF, the undersigned, being the President and Chief Executive Officer of the Corporation, has executed these Articles of Amendment as of September 8, 2016.

BARON CAPITAL ENTERPRISE, INC.

By: Matthew P. Dwyer
Matthew P. Dwyer
President and Chief Executive Officer

Matthew P. Dwyer
Matthew Dwyer, shareholder
representing 65% of the
outstanding voting securities
of the Corporation

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