

MI 0000003998

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

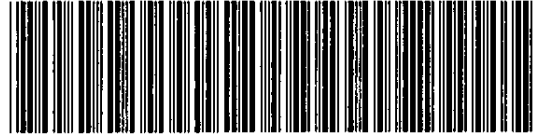
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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2012 MAR 14 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W

J. BRYAN

MAR 15 2012

EXAMINER

Genesis Capital Partners, LLC

Legal Department

8601 Dunwoody Place, Suite 406
Atlanta, Georgia 30350
Telephone (770) 552-9840
Facsimile (770) 552-1408

VIA FEDEX

March 7, 2012

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

FILED
2012 MAR 14 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Name change amendment for Genesis Capital Partners, LLC
(Document # M10000003998)

Dear Sir or Madam:

In connection with the above referenced matter, enclosed is the Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida. Also, I have enclosed our check in the amount of \$25.00 to pay for the filing fee.

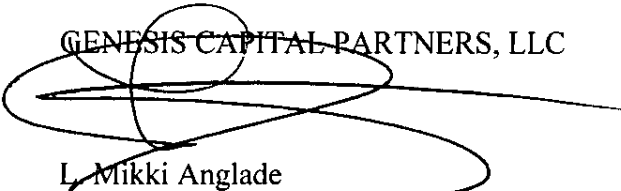
Once the amendment has been processed, please return the completed filing to my attention as follows:

Attn: L. Mikki Anglade
Nextwave Merchant Services, LLC
Legal Department
8601 Dunwoody Place, Suite 406
Atlanta, Georgia 30350

Thank you for your assistance. Should you have any questions regarding my request, please contact me at your earliest convenience.

Yours very truly,

~~GENESIS CAPITAL PARTNERS, LLC~~



L. Mikki Anglade
Corporate Paralegal

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Genesis Capital Partners, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark D. Tepsic (Legal Dept.)
Name of Person

Nextwave Merchant Services, LLC
Firm/Company

8601 Dunwoody Place, Suite 406
Address

Atlanta, Georgia 30350
City/State and Zip Code

manglade@clacorp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

L. Mikki Anglade at (770) 552-9840
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee \$30 Filing Fee & Certificate of Status \$55 Filing Fee & Certified Copy \$60 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2012

L. MIKKI ANGLADE, LEGAL DEPT.
NEXTWAVE MERCHANT SERVICES, LLC
8601 DUNWOODY PLACE, SUITE 406
ATLANTA, GA 30350

SUBJECT: GENESIS CAPITAL PARTNERS, LLC
Ref. Number: M10000003998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GENESIS CAPITAL PARTNERS, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Joey Bryan
Regulatory Specialist II

Letter Number: 112A00008920

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Genesis Capital Partners, LLC
2. Jurisdiction of its organization: Georgia
3. Date authorized to do business in Florida: 9/09/2010

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TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? March 2, 2012
5. New name of the limited liability company: Nextwave Merchant Services, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

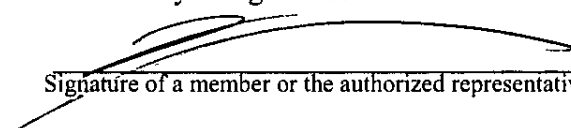
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized representative of a member

Mark D. Tepsic, authorized representative of member

Typed or printed name of signee

Filing Fee: \$25.00

Control No. 10018443

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

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2012 MAR 14 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT NAME CHANGE

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

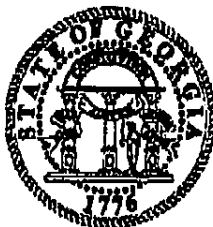
GENESIS CAPITAL PARTNERS, LLC
a Domestic Limited Liability Company

has filed articles/certificate of amendment in the Office of the Secretary of State on 03/01/2012 changing its name to

NEXTWAVE MERCHANT SERVICES, LLC

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on March 1, 2012



Brian P. Kemp
Secretary of State

Control No: 10018443
Date Filed: 03/01/2012 12:31 PM
Brian P. Kemp
Secretary of State

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF GENESIS CAPITAL PARTNERS, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On behalf of the members and managers of GENESIS CAPITAL PARTNERS, LLC (the "Company"), the undersigned, the Attorney-in-fact of the Company, files these Articles of Amendment pursuant to O.C.G.A. § 14-11-210.

I.

NAME. The original name of the Company is GENESIS CAPITAL PARTNERS, LLC.

II.

FORMATION. The Articles of Organization of the Company were filed on March 10, 2010. A copy of the Articles of Organization as previously filed is attached hereto as **Exhibit A.**

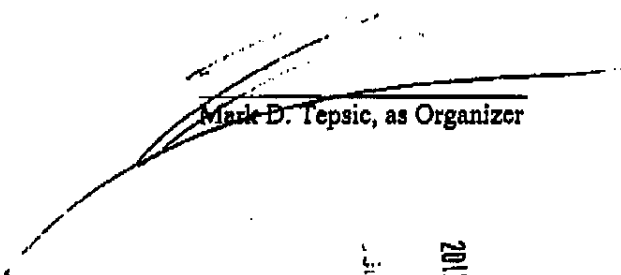
III.

AMENDMENT. The Articles of Organization of the Company are hereby amended by deleting in its entirety Article I. and inserting the following in lieu thereof:

"I.

NAME. The name of the Company is Nextwave Merchant Services, LLC."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this 29th day of February, 2012.



Mark D. Tepsic, as Organizer

2012 MAR - 1 PM 5: 03
CORPORATIONS DIVISION

State of Georgia
Amend/Restate 4 Page(s)



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EXHIBIT A
Articles of Organization
Attached

FILED
2012 MAR 14 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Control No. 10018443

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

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TALLAHASSEE, FLORIDA

CERTIFICATE OF ORGANIZATION

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

GENESIS CAPITAL PARTNERS, LLC

a Domestic Limited Liability Company

has been duly organized under the laws of the State of Georgia on **03/10/2010** by the filing of articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on March 10, 2010



Brian P. Kemp
Secretary of State

March 10, 2010

**ARTICLES OF ORGANIZATION
FOR GEORGIA LIMITED LIABILITY COMPANY**

The name of the Limited Liability Company is:

Genesis Capital Partners, LLC

The principal mailing address of the Limited Liability Company is:

286 North East 39th Street
Miami, FL 33137-3717

The Registered Agent is:

Stephen M. Forte
1230 Peachtree St., Suite 3100
Atlanta, GA 30309
County: Fulton

The name and address of each organizer(s) are:

Julie A. Sebastian
1230 Peachtree St., Suite 3100
Atlanta, GA 30309

The optional provisions are:

No optional provisions.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the date set forth below.

Signature(s):
Organizer, Julie A. Sebastian

Date:
March 10, 2010

Control No. 10018443

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

2012 MAR 14 PM 3:56
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Brian P. Kemp, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

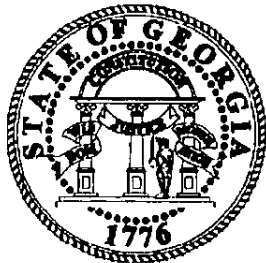
NEXTWAVE MERCHANT SERVICES, LLC

Domestic Limited Liability Company

was formed or was authorized to transact business on 03/10/2010 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 7th day of March, 2012

B. P. Kemp

Brian P. Kemp
Secretary of State

Certification Number: 8371028-1 Reference:
Verify this certificate online at <http://corp.sos.state.ga.us/corp/soskb/verify.asp>