

F070000005510

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

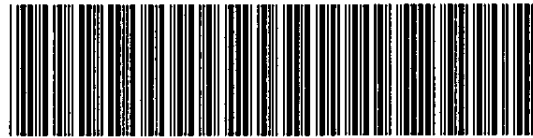
(Business Entity Name)

(Document Number)

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FILED
2012 MAR -7 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 07 2012
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PXT Payments, Inc
Name of Corporation

DOCUMENT NUMBER: F07000005510

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Craig Henkels
Name of Contact Person

PXT Payments, Inc.
Firm/Company

300 Brickstone Square, Suite 201
Address

Andover, MA 01810
City/State and Zip Code

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

For further information concerning this matter, please call:

Craig Henkels at (978) 662-5178
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

2012 MAR -7 PM 12:43
FILED
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TALLAHASSEE, FLORIDA

F07000005510

(Document number of corporation (if known))

1. Parcxmart Technologies, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. 11-6-07 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 8/23/11

5. PXT Payments, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated 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 corporate records in the jurisdiction under the laws of which it is incorporated.

R. Craig Henkels

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

R. Craig Henkels

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PARXMART TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "PARXMART TECHNOLOGIES, INC." TO "PXT PAYMENTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2011, AT 4:46 O'CLOCK P.M.

3685287 8100

120280040

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9411530

DATE: 03-06-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:00 PM 08/23/2011
FILED 04:46 PM 08/23/2011
SRV 110946005 - 3685287 FILE

**CERTIFICATE OF FOURTH AMENDMENT
TO
THE SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PARCXMART TECHNOLOGIES, INC.**

PARCXMART TECHNOLOGIES, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation Law") effective as of July 24, 2003, originally under the name Park Smart Technologies, Inc.,

DOES HEREBY CERTIFY:

1. That the Board of Directors duly adopted resolutions proposing to amend the Second Amended and Restated Certificate of Incorporation of the Corporation filed with the Delaware Secretary of State on May 22, 2008 (the "Charter"), declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Charter of the Corporation be amended as follows:

A. Article First is hereby deleted and replaced in its entirety as follows:

"**FIRST:** The name of the corporation is PXT Payments, Inc. (the "Corporation")."

B. Article Fourth(B) (setting forth the designations, powers, preferences and privileges of the Preferred Stock) is hereby deleted in its entirety.

2. The foregoing amendment to the Charter was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the Delaware General Corporation Law.

3. That said Amendment to the Charter has been duly adopted by the holders of the requisite number of shares of the Corporation in accordance with Section 242 of the Delaware General Corporation Law.

[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, this Amendment to the Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 10 day of March, 2011.

PARXMART TECHNOLOGIES, INC.

By: 
Name: John Regan
Title: President