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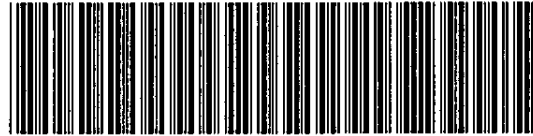
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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TALLAHASSEE, FLORIDA

**R. Craig Henkels**

# 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 "PARCXMART TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "PARCXMART 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](http://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.

PARCXMART TECHNOLOGIES, INC.

By:   
Name: John Regan  
Title: President