

M120000006207

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(Business Entity Name)

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DIVISION OF CORPORATIONS
2013 JAN -4 AM 11:07

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C. LEWIS
JAN 7 2013
EXAMINER

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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 01/04/13

NAME: CELESTIAL PAYSERVE OF AMERICA, LLC

TYPE OF FILING: AMENDMENT TO APPLICATION

COST: 25.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Celestial Payserve of America, 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:

Bruce Koch

Name of Person

Starr Restaurant Organization, LP

Firm/Company

134 Market St

Address

Philadelphia, Pa 19106

City/State and Zip Code

Christine.penrose@starr-restaurant.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christine Penrose

Name of Person

at (267) 586-1221

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

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: Celestial Payserve of America, LLC

2. Jurisdiction of its organization: Pennsylvania

3. Date authorized to do business in Florida: October 26, 2012

M12000006207

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? 12-19-2012

5. New name of the limited liability company: Restaurant Payserve of America 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:

N/A

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

N/A

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.

Bruce Koch
Signature of a member or the authorized representative of a member

Bruce Koch

Typed or printed name of signee.

Filing Fee: \$25.00

2013 JAN -4 AM 11:07

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

JANUARY 3, 2013

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Restaurant Payserve of America, LLC

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct
copy of

- 1 Certificate of Organization filed on October 12, 2012
- 2 LIMITED LIABILITY AMENDMENT filed on December 19, 2012

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

A handwritten signature in cursive script, appearing to read "Carol Aichele".

Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Organization
Domestic Limited Liability Company
(15 Pa.C.S. § 8913)

Name Christine Penrose c/o Starr Restaurant Organizatioin, LP		
Address c/o Esquire Assist -- Counter Pickup		
City	State	Zip Code

Document will be returned to the
name and address you enter to
the left.

←

Commonwealth of Pennsylvania
CERTIFICATE OF ORGANIZATION 3 Page(s)

Fee: \$125



In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):
Celestial Payserve of America, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
134 Market Street, Philadelphia, PA 19106 - Philadelphia County				

(b) Name of Commercial Registered Office Provider	County
c/o:	

3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):

Name	Address
Bruce Koch - Chief Financial Officer	134 Market Street, Philadelphia, PA 19106

4. *Strike out if inapplicable term*

~~A member's interest in the company is to be evidenced by a certificate of membership interest.~~

5. *Strike out if inapplicable:*

Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: Upon filing

month date year hour, if any

7. *Strike out if inapplicable:* ~~The company is a restricted professional company organized to render the following restricted professional service(s):~~

8. For additional provisions of the certificate, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have)
signed this Certificate of Organization this

11 day of October, 2012.



Signature

Signature

Signature

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Amendment-Domestic
(15 Pa.C.S.)

Entity Number

4139967

☐ Limited Partnership (§ 8512)
☒ Limited Liability Company (§ 8951)

Name

Christine Pennose c/o Starr Restaurant Org. LP

Address

c/o Esquire Assist -- Counter Pickup

City

State

Zip Code

Document will be returned to the
name and address you enter to
the left.
←

Fee: \$70

Commonwealth of Pennsylvania
LIMITED LIABILITY AMENDMENT 3 Page(s)



T1235567159

In compliance with the requirements of the applicable provisions (relating to certificate of amendment), the undersigned, desiring to amend its Certificate of Limited Partnership/Organization, hereby certifies that:

1. The name of the limited partnership/limited liability company is:

Celestial Payserve of America, LLC

2. The date of filing of the original Certificate of Limited Partnership/Organization:

10/12/2012

3. Check, and if appropriate complete, one of the following:

☒ The amendment adopted by the limited partnership/limited liability company, set forth in full, is as follows:

Restaurant Payserve of America, LLC

☐ The amendment adopted by the limited partnership/limited liability company is set forth in full in Exhibit A attached hereto and made a part hereof.

4. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing this Certificate of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

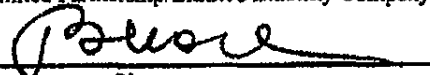
5. Check if the amendment restates the Certificate of Limited Partnership/Organization:

☒ The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this

11 day of December, 2012

Restaurant Payserve of America, LLC
Name of Limited Partnership/Limited Liability Company


Signature

Chief Financial Officer
Title