

07-30-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 07/13/01
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
12 28 98
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12 28 98

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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FOR OFFICE USE ONLY

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40.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002336 FRAME: 0072

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/288,101"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

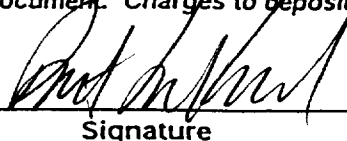
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Robert H. G. Lockwood
Name of Person Signing


Signature

7/13/01
Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TIMECORP SYSTEMS, INC.", A GEORGIA CORPORATION,
WITH AND INTO "VERIFONE, INC." UNDER THE NAME OF "VERIFONE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1194527

DATE: 06-18-01

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TRADEMARK
REEL: 002336 FRAME: 0074

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
TIMECORP SYSTEMS, INC
(a Georgia corporation)
INTO
VERIFONE, INC.
(a Delaware corporation)
(Pursuant to Section 253 of the
General Corporation Law of Delaware)**

VeriFone, Inc. (the "Corporation"), a corporation incorporated on June 3, 1986 pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify that the Corporation owns all of the issued and outstanding shares of the capital stock of Timecorp Systems, Inc., a corporation incorporated under the laws of the State of Georgia ("Subsidiary"), and that the Corporation, by a resolution of its Board of Directors duly adopted on December 21, 1998, determined to merge into itself said Subsidiary, which resolution is in the following words, to wit:


WHEREAS, the Corporation owns all of the issued and outstanding capital stock of Timecorp Systems, Inc. ("Subsidiary"), and it is deemed to be in the best interests of the Corporation to merge Subsidiary with and into the Corporation in a statutory short-form merger pursuant to the provisions of Section 253 of the Delaware General Corporation Law, in which the Corporation will be the surviving corporation of such merger;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation shall merge into itself Subsidiary, its wholly-owned subsidiary, with the Corporation being the surviving corporation of such merger and acquiring thereby all the assets and properties of Subsidiary and assuming all of the liabilities and obligations of Subsidiary;


RESOLVED FURTHER, that the Board of Directors hereby authorizes, approves, adopts, ratifies and confirms that certain Agreement and Plan of Merger by and among the Corporation and Subsidiary, dated as of December 21, 1998; and

RESOLVED FURTHER, that the officers of the Corporation, each of them with full authority to act without the others, are hereby authorized and directed, on behalf of the Corporation, to cause the Corporation to execute and deliver, and file with the Delaware Secretary of State, a Certificate of Ownership and Merger, and to execute, deliver and file such additional documents or perform such acts as are determined to be necessary or appropriate to carry out the merger of Subsidiary into the Corporation as described above.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its Chief Financial Officer and attested by its Secretary the 21st day of December, 1998.

By: 
Ken Wach, Chief Financial Officer
of VERIFONE, INC.

ATTEST:


Bill Barmeier, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/28/1998
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