

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Timecorp Systems, Inc.

6-4-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State: GA Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/28/98

2. Name and address of receiving party(ies)

Name: Verifone, Inc.

Internal

Address: Suite 400

Street Address: Three Lagoon Drive

City: Redwood City state: CA Zip: 94065

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State: Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

1,678,297; B. Trademark Registration No.(s) 1,655,799; 2,122,503; 2,048,565; 2,058,640;

Additional number(s) attached Yes No 2,202,318; 2,105,221

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert H. G. Lockwood

Internal Address: Smith, Gambrell & Russell, LLP

Suite 3100, Promenade II

Street Address: 1230 Peachtree St., N.E.

City: Atlanta State: GA Zip: 30309-3592

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41): \$190.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Robert H. G. Lockwood Name of Person Signing

Signature

5/28/02 Date

06/17/2002 DBYRNE 00000040 1678297

Total number of pages including cover sheet, attachments, and document:

01 FC:181 02 FC:182

40.00 OP 150.00 OP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

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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

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DATE: 06-18-01

TRADEMARK
REEL: 002526 FRAME: 0863

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
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:

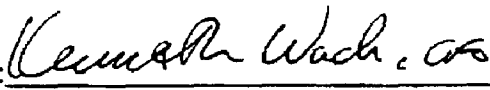
WHEREAS, the Corporation owns all of the issued and outstanding capital stock of Timecorp Systems, Inc. ("Subsidiary"), and it is deemed to be in the best interests of the Corporation to merge Subsidiary with and into the Corporation in a statutory short-form merger pursuant to the provisions of Section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

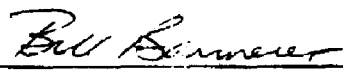
RESOLVED FURTHER, that the Board of Directors hereby authorizes, approves, adopts, ratifies and confirms that certain Agreement and Plan of Merger by and among the Corporation and Subsidiary, dated as of December 21, 1998; and

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 Barneier, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/26/1998
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