

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/21/1998
CONVEYING PARTY DATA	
Name	Execution Date
Timecorp Systems, Inc.	12/21/1998
RECEIVING PARTY DATA	
Name:	Verifone, Inc.
Street Address:	2099 Gateway Place, 6th Floor
City:	San Jose
State/Country:	CALIFORNIA
Postal Code:	95110
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5497141
CORRESPONDENCE DATA	
Fax Number:	(412)281-0717
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
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Correspondent Name:	Pepper Hamilton LLP
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Address Line 2:	500 Grant Street
Address Line 4:	Pittsburgh, PENNSYLVANIA 15219
ATTORNEY DOCKET NUMBER:	128331.45
NAME OF SUBMITTER:	James M. Singer, Reg. No. 45,111
Total Attachments: 1 source=Verifone_Merger_Doc#page1.tif	

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PATENT
REEL: 024103 FRAME: 0978

**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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