

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F94000001597 (3)

1. Corporation Name

VERIFONE FINANCE, INC.

Principal Place of Business

16100 S.W. 72ND AVE.  
PORTLAND OR 97224

Mailing Address

16100 S.W. 72ND AVE.  
PORTLAND OR 97224



|                                |                     |                     |                     |
|--------------------------------|---------------------|---------------------|---------------------|
| 2. Principal Place of Business |                     | 2a. Mailing Address |                     |
| 21                             | Suite, Apt. #, etc. | 26                  | Suite, Apt. #, etc. |
| 22                             | City & State        | 27                  | City & State        |
| 23                             | Zip                 | 28                  | Zip                 |
| 24                             | Country             | 29                  | Country             |

|                                                                                         |                                |
|-----------------------------------------------------------------------------------------|--------------------------------|
| 3. Date Incorporated or Qualified                                                       | 3a. Date of Last Report        |
| 03/30/1994                                                                              | 08/23/1995                     |
| 4. FEI Number                                                                           | Applied For                    |
| 93-1004133                                                                              | Not Applicable                 |
| 5. Certificate of Status Desired                                                        | \$8.75 Additional Fee Required |
|                                                                                         |                                |
| 6. Election Campaign Financing Trust Fund Contribution                                  | \$5.00 May Be Added to Fees    |
|                                                                                         |                                |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes |                                |
| <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                     |                                |

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

|    |                                                    |
|----|----------------------------------------------------|
| 81 | Name                                               |
| 82 | Street Address (P.O. Box Number is Not Acceptable) |
| 83 |                                                    |
| 84 | City                                               |
| FL | 85 Zip Code                                        |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, taken or prepared in the presence of the Secretary of State or a Notary Public.

(NOTE: Registered Agent Signature required when changing)

DATE

| 12. OFFICERS AND DIRECTORS |                        | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                             |                                                                              |
|----------------------------|------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| TITLE                      | P                      | <input checked="" type="checkbox"/> DELETE <input type="checkbox"/> SEE EXHIBIT A |                                                                              |
| NAME                       | KENNEDY, THOMAS        | 12 NAME                                                                           | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| STREET ADDRESS             | 7165 SW FIR LOOP       | 13 STREET ADDRESS                                                                 |                                                                              |
| CITY-STATE-ZIP             | TIGARD OR              | 14 CITY-STATE-ZIP                                                                 |                                                                              |
| TITLE                      | VST                    | 21 TITLE                                                                          | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | ROSE, ROBERT           | 22 NAME                                                                           |                                                                              |
| STREET ADDRESS             | 7165 SW FIR LOOP       | 23 STREET ADDRESS                                                                 |                                                                              |
| CITY-STATE-ZIP             | TIGARD OR              | 24 CITY-STATE-ZIP                                                                 |                                                                              |
| TITLE                      | D                      | 31 TITLE                                                                          | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | ZALIT, JOSEPH          | 32 NAME                                                                           |                                                                              |
| STREET ADDRESS             | 3 LAGOON DRIVE STE 400 | 33 STREET ADDRESS                                                                 |                                                                              |
| CITY-STATE-ZIP             | REDWOOD CITY CA 94065  | 34 CITY-STATE-ZIP                                                                 |                                                                              |
| TITLE                      | P                      | 41 TITLE                                                                          | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | FOLEY, KEN             | 42 NAME                                                                           |                                                                              |
| STREET ADDRESS             | 16100 SW 72ND AVENUE   | 43 STREET ADDRESS                                                                 |                                                                              |
| CITY-STATE-ZIP             | PORTLAND OR 97224      | 44 CITY-STATE-ZIP                                                                 |                                                                              |
| TITLE                      | S                      | 51 TITLE                                                                          | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | BARMEIR, WILLIAM       | 52 NAME                                                                           |                                                                              |
| STREET ADDRESS             | 3 LAGOON DRIVE STE 400 | 53 STREET ADDRESS                                                                 |                                                                              |
| CITY-STATE-ZIP             | REDWOOD CITY CA 94065  | 54 CITY-STATE-ZIP                                                                 |                                                                              |
| TITLE                      | AS                     | 61 TITLE                                                                          | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | NEAL, JOLENE           | 62 NAME                                                                           |                                                                              |
| STREET ADDRESS             | 16100 S.W. 72ND AVE.   | 63 STREET ADDRESS                                                                 |                                                                              |
| CITY-STATE-ZIP             | PORTLAND OR 97224      | 64 CITY-STATE-ZIP                                                                 |                                                                              |

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: William G. Barmer (William G. Barmer)

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-8-96

415-598-5671

Secretary of State

CR2E034 (12/95)

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EXHIBIT A

VERIFONE FINANCE, INC. - OFFICERS

Joseph Zaelit, Chairman  
of the Board  
3 Lagoon Drive, Suite 400  
Redwood City, CA 94065

Ken Foley, President  
and General Manager  
Oregon Business Park  
16100 SW 72nd Avenue  
Portland, Oregon 97224

Robert Collier, CFO  
16100 SW 72nd Avenue  
Portland, Oregon 97224

William Barmeier, Secretary  
3 Lagoon Drive, Suite 400  
Redwood City, CA 94065

Jolene Neal, Assistant  
Secretary  
Oregon Business Park  
16100 SW 72nd Avenue  
Portland, Oregon 97224

VERIFONE FINANCE, INC. - DIRECTORS

Ken Foley  
Oregon Business Park  
16100 SW 72nd Avenue  
Portland, Oregon 97224

Bob Wilson  
9040 Roswell Road, Suite 250  
Atlanta, GA 30350-1853

Joseph Zaelit  
3 Lagoon Drive, Suite 400  
Redwood City, CA 94065