

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Sep 17 1997 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/30/1994	3a. Date of Last Report 04/16/1996
4. FEI Number 93-1004133	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24

29 30

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 607.0506, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	ZALIT, JOSEPH	See Exhibit A
STREET ADDRESS	3 LAGOON DRIVE STE 400	See Exhibit B
CITY-ST-ZIP	REDWOOD CITY CA 94065	
TITLE	P	<input type="checkbox"/> DELETE
NAME	FOLEY, KEN	
STREET ADDRESS	16100 SW 72ND AVENUE	
CITY-ST-ZIP	PORTLAND OR 97224	
TITLE	S	<input type="checkbox"/> DELETE
NAME	BARMEIR, WILLIAM	
STREET ADDRESS	3 LAGOON DRIVE STE 400	
CITY-ST-ZIP	REDWOOD CITY CA 94065	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	NEAL, JOLENE	
STREET ADDRESS	16100 S.W. 72ND AVE.	
CITY-ST-ZIP	PORTLAND OR 97224	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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: *[Signature]* 9.3.97 650-680-5171

CR2E034 (4/97)

EXHIBIT A

VERIFONE FINANCE, INC. - OFFICERS

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

Ken Foley, President
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, Ass't Secretary
Oregon Business Park
16100 SW 72nd Avenue
Portland, Oregon 97224

EXHIBIT B

VERIFONE FINANCE, INC. - DIRECTORS

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

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

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