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FILED
In the office of the Secretary of State
of the State of California *RCR*

JAN 16 2009

NOTO:

CERTIFICATE OF OWNERSHIP

MERGING

RAPISCAN SYSTEMS, INC.

WITH AND INTO

RAPISCAN SECURITY PRODUCTS, INC.

(Pursuant to Section 1110 of the California Corporations Code)

Ajay Mehra and Victor Sze certify:

1. That they are the president and the secretary, respectively, of Rapiscan Systems, Inc., a California corporation (the "Corporation").

2. That the Corporation was originally organized, pursuant to the General Corporation Law of the State of California (the "CGCL"), on November 22, 2004.

3. That the Corporation owns 100 percent of the outstanding shares of Rapiscan Security Products, Inc., a California corporation that was originally organized, pursuant to the CGCL, on January 19, 1993 (the "Subsidiary").

4. That the Board of Directors of the Corporation has duly adopted the following resolutions (the "Resolutions") by Written Consent on January 15, 2009, approving the merger of the Corporation with and into the Subsidiary pursuant to Section 1110 of the CGCL:

"WHEREAS, the Corporation owns 100 percent of the outstanding shares of Rapiscan Security Products, Inc., a California corporation (the "Subsidiary");

"WHEREAS, the Board of Directors of the Corporation has deemed it advisable that the Corporation be merged with and into the Subsidiary (the "Merger") pursuant to Section 1110 of the General Corporation Law of the State of California (the "CGCL");

"NOW THEREFORE, BE IT RESOLVED, that, subject to the approval of the sole shareholder of the Corporation, the Corporation be merged with and into the Subsidiary pursuant to Section 1110 of the CGCL, with the Subsidiary as the surviving corporation;

"RESOLVED FURTHER, that the Subsidiary shall assume all of the liabilities of the Corporation in accordance with Section 1110 of the CGCL;

"RESOLVED FURTHER, that, by virtue of the Merger and without any action on the part of the Corporation, all of the outstanding shares of the Corporation shall be converted pro rata into shares of the Subsidiary; and

"RESOLVED FURTHER, that the Articles of Incorporation of the Subsidiary as in effect immediately prior to the effective time of the Merger shall be the Articles of Incorporation of the surviving corporation except that Section 1 of such Articles of Incorporation shall be amended to read as follows:

"1. The name of this corporation is Rapiscan Systems, Inc."; and

"RESOLVED FURTHER, that the proper officers of the Corporation be, and they hereby are, authorized and directed to make, execute and acknowledge, in the name of the Corporation, a certificate of ownership for the purposes of effecting the Merger and to file the same in the office of the Secretary of State of the State of California, and to do all other acts and things that may be necessary to carry out and effect the purpose and intent of the resolutions relating to the Merger "

5. That the Subsidiary shall be the surviving corporation of the merger.

6 That the Articles of Incorporation of the Subsidiary as in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation of the surviving corporation except that Section 1 of such Articles of Incorporation shall be amended to read as follows:


"1. The name of this corporation is Rapiscan Systems, Inc."

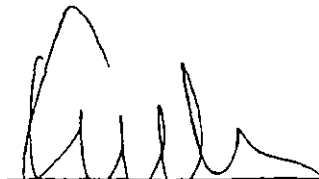
7. The Resolutions approving the merger have been duly approved by the sole shareholder of the Corporation in accordance with Section 1110 of the CGCL.

8. The Resolutions approving the merger have been duly approved by the Board of Directors of the Subsidiary in accordance with Section 1110 of the CGCL.

We further declare under penalty of perjury of the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: January 16, 2009


Ajay Mehra, President


Victor Sze, Secretary