

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rapiscan Security Products (U.S.A.), Inc.		12/13/2005	CORPORATION:
RECEIVING PARTY DATA			
Name:	Rapiscan Security Products, Inc.		
Street Address:	2805 Columbia Street		
City:	Torrance		
State/Country:	CALIFORNIA		
Postal Code:	90503		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1769161	SECURE 1000	
CORRESPONDENCE DATA			
Fax Number:	(425)657-7205		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	425-657-7200		
Email:	clay.west@spacelabs.com		
Correspondent Name:	Clarence F. West		
Address Line 1:	5150 220th Ave SE		
Address Line 4:	Issaquah, WASHINGTON 98029		
ATTORNEY DOCKET NUMBER:	RAP SEC PROD USA TO RAP		
NAME OF SUBMITTER:	Clarence F. West		
Signature:	/Clay West/		
Date:	02/15/2008		

OP \$40.00 1769161

Total Attachments: 8

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State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 27 2005

BRUCE McPHERSON
Secretary of State

AGREEMENT OF MERGER

DEC 14 2005

THIS AGREEMENT OF MERGER (this "Agreement") is made and entered into as of this 13th day of December 2005 by and among Rapiscan Systems Holdings, Inc. , a Delaware corporation (the "Parent Corporation"), Rapiscan Security Products (U.S.A.), Inc. , a California corporation (the "Corporation" or, after the Effective Time (as defined in Article V below), the "Surviving Corporation"), and Rapiscan Security Products, Inc., a California corporation (the "Disappearing Company").

WHEREAS, the Parent Corporation is duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Corporation and the Disappearing Company are each wholly-owned subsidiaries of the Parent Corporation; and

WHEREAS, the Corporation is a corporation formed and validly existing under the laws of the State of California; and

WHEREAS, the Disappearing Company is a corporation formed and validly existing under the laws of the State of California; and

WHEREAS, Section 1100, *et seq.* of the California Corporations Code (the "Cal. Corp. Code") permits a merger with and into a corporation formed and existing under the Calif. Corp. Code; and

WHEREAS, the sole stockholder and the Board of Director of the Disappearing Company and the sole stockholder and Board of Directors of the Corporation have each duly authorized the merger of the Disappearing Company with and into the Corporation pursuant to the terms of this Agreement (the "Merger"); and

WHEREAS, it is intended that the Merger will qualify as a transfer within the meaning of Section 351 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with the applicable statutes of the State of California, the Disappearing Company shall be, and hereby is, at the Effective Time, merged with and into the Corporation, with the Corporation to be the Surviving Corporation. The mode of carrying the Merger into effect shall be as follows:

ARTICLE I
THE MERGER

1.1 At the Effective Time, the Disappearing Company shall be merged with and into the Corporation, the separate existence of the Disappearing Company shall cease, the Corporation shall continue in existence as the Surviving Corporation and the Merger shall in all respects have the effects provided for by the Cal. Corp. Code.

1.2 Prior to the Effective Time, the Disappearing Company and the Corporation shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Time, the Corporation shall consider or be advised

that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the Disappearing Company and its proper former directors, officers, shareholders and/or agents shall execute, deliver and/or give all such further assignments, conveyances of assurances, and do all such additional things necessary or proper to carry out the provisions hereof.

ARTICLES II
TERMS OF THE MERGER

At the Effective Time, (i) the one hundred percent (100%) issued and outstanding shares of common stock of the Disappearing Company, by virtue of the Merger and without any action on the part of any stockholder of the Disappearing Company, shall be cancelled and no consideration shall be payable therefor, and (ii) the one hundred percent (100%) issued and outstanding shares of the common stock of the Corporation, held by the Parent Corporation, immediately prior to the Effective Time shall remain outstanding from and after the Effective Time and the Parent Corporation, shall remain as the sole stockholder of the Surviving Corporation from and after the Effective Time.

ARTICLE III
ARTICLES OF INCORPORATION AND
BY-LAWS

3.1 Articles of Incorporation. At the Effective Time, the articles of incorporation of the Corporation shall be amended as follows and, as so amended, shall be the articles of incorporation of the Surviving Corporation:

“1. The name of this corporation is Rapiscan Security Products, Inc.”

3.2 By-Laws. The by-laws of the Corporation is effective immediately prior to the Effective Time shall be the by-laws of the Surviving Corporation unless and until amended or revoked as provided by law, the certificate of incorporation of the Surviving Corporation or the by-laws of the Surviving Corporation.

ARTICLE IV
OFFICERS

All persons who immediately before the Effective Time are officers of the Corporation shall remain as officers of the Surviving Corporation from and after the Effective Time until resignation or removal in accordance with applicable law.

ARTICLE V
EFFECTIVE TIME

An Agreement of Merger with attached Certificates of Approval shall be filed in the Office of the Secretary of State of the State of California pursuant to the applicable requirements of the Cal. Corp. Code. . The Merger shall become effective upon the filing of the Agreement of Merger with attached Certificates of Approval with the Office of the Secretary of State of the State of California (such time and date of effectiveness, the "Effective Time").

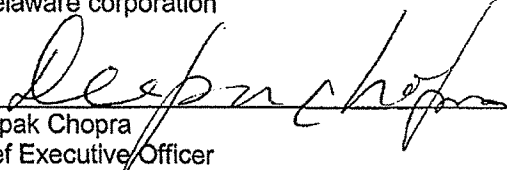
ARTICLE VI
MISCELLANEOUS

This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement. This Agreement shall be governed in all respects, including, but not limited to, validity, interpretation, effect and performance, by the laws of the State of California.

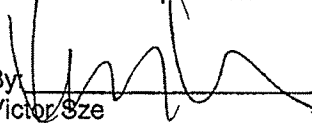
(Signatures on the following page)

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

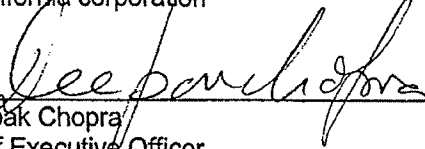
RAPISCAN SYSTEMS HOLDINGS, INC.
a Delaware corporation

By: 
Deepak Chopra
Chief Executive Officer

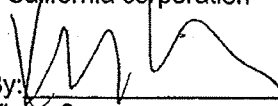
RAPISCAN SYSTEMS HOLDINGS, INC.
a Delaware corporation

By: 
Victor Sze
Secretary

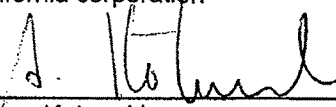
RAPISCAN SECURITY PRODUCTS (U.S.A.), INC.
a California corporation

By: 
Deepak Chopra
Chief Executive Officer

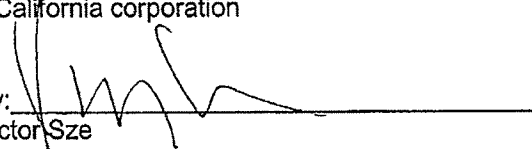
RAPISCAN SECURITY PRODUCTS (U.S.A.), INC.
a California corporation

By: 
Victor Sze
Secretary

RAPISCAN SECURITY PRODUCTS, INC.
a California corporation

By: 
Andr as Kotowski
Chief Executive Officer and President

RAPISCAN SECURITY PRODUCTS (U.S.A.), INC.
a California corporation

By: 
Victor Sze
Secretary

TRADEMARK

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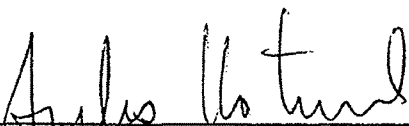
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Andreas Kotowski and Victor Sze certify that:


5. They are the Chief Executive Officer/President and the Secretary, respectively, of Rapiscan Security Products, Inc., a California corporation.
6. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
7. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
8. There is only one class of shares and the number of shares outstanding is 100 shares of common stock.

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

DATE: December 13, 2005

By: 

Andreas Kotowski, Chief Executive Officer
and President

By: 

Victor Sze, Secretary

TRADEMARK

REEL: 003720 FRAME: 0855

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Deepak Chopra and Victor Sze certify that:

1. They are the Chief Executive Officer and the Secretary, respectively, of Rapiscan Security Products (U.S.A.), Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There are two class of shares, Class A common shares and Class B common shares, and the number of shares outstanding are Class A: 90,000 shares of common stock and Class B shares: 10,000 shares of common stock.

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

DATE: December 13, 2005

By: _____

Deepak Chopra, Chief Executive Officer

By: _____

Victor Sze, Secretary

