

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RAPISCAN SYSTEMS LIMITED

(Adopted by Special Resolution passed on 21 June 2005)

PRELIMINARY

1. The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (which Table is hereinafter referred to as "Table A") shall except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles apply to and constitute the regulations of the Company
2. Regulations 3, 8, 24 to 26 inclusive, 35.44.46.50.53.54.73 to 80 inclusive, 81(e), 89 and 94 to 98 inclusive of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a private company within the meaning of the Act and accordingly any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company or allotment of or agreement to allot (whether for cash or otherwise) any such shares or debentures with a view to all or any of those shares or debentures being offered for sale to the public is prohibited.

SHARE CAPITAL

4. The share capital of the Company at the date of the adoption of these Articles is £1,000 divided into 1,000 ordinary Shares of £1 each.
5. Subject as otherwise provided in these Articles and to any direction or authority contained in the resolution of the Company creating or authorising the same the Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot grant options rights of subscription or conversion over or otherwise dispose of any unissued shares in the Company to such persons (whether existing shareholders or not), at such times and on such terms and conditions as they think proper provided however that the authority hereby granted to the Directors:-

Lawrence P. P. P.

- (1) shall not permit the Directors to allot grant options rights of subscription or conversion over or otherwise dispose of shares in the Company to an amount of more than the unissued share capital of the Company at the date of the adoption of these Articles.
 - (2) shall expire:-
 - (a) five years from the date of the adoption of these Articles; or
 - (b) (if such authority is renewed or varied by the Company in general meeting) on the date specified in the resolution on which the renewed or varied authority shall expire;
 - (3) may be renewed, revoked or varied at any time by the Company by ordinary resolution; and
 - (4) shall entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require shares to be allotted after the expiry of such authority.
6. In accordance with Section 91(1) of the Act. Sections 89(1).90(1) to 90(5) and 90(6) of the Act shall be excluded from applying to the Company.

PURCHASE OF OWN SHARES

7. Subject to the provisions of the Act the Company shall have power to issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof or to purchase its own shares (including any redeemable shares).
8. Subject to the provisions of the Act the Company shall have power to make a payment in respect of the redemption or purchase under Section 160 or (as the case may be) Section 162 of the Act of any of its own shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares in the Company.

LIEN

9. The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien on a share shall extend to any amount payable in respect of it. This regulation does not apply in respect of shares over which security has been granted to a third party.

Chris Matthews

NOTICE OF GENERAL MEETINGS

10. Notice of any general meeting of the Company need not be given to a Director of the Company who is not also a member of the Company.

PROCEEDINGS AT GENERAL MEETINGS

11. At any general meeting, a resolution put to the vote of the general meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by any member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy and who (in each case) is entitled to vote at the general meeting.

VOTES OF MEMBERS

12. Subject to any rights or restrictions for the time being attached to any shares in the Company every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote on a show of hands and shall have one vote for every share in the Company of which he is the holder on a poll. Where a member is himself a proxy for another member or members, then in such case he shall on a show of hands and shall have one vote for every share in the Company of which he is the holder on a poll. Where a member is himself a proxy for another member or members, then in such case he shall on a show of hands have one vote for himself as a member and one vote for each member for whom he is a proxy.
13. In Regulation 623(a) of Table A the words "not less than 48 hours" shall be deleted and replaced by the words "at any time" and in Regulation 62(b) of Table A the words "not less than 24 hours" shall be deleted.

SPECIAL DIRECTOR

14. (1) Any member holding a majority in nominal value of the issued share capital for the time being of the Company carrying the right to attend and vote at General Meetings of the Company may at any time appoint anyone Director to be a Special Director of the Company and may remove any Director so appointed and appoint another Director in his place.
- (2) Upon such member ceasing to hold a majority in nominal value of the issued share capital for the time being of the Company carrying the right to attend and vote at General Meetings of the Company any Special Director appointed by him pursuant to paragraph (1) of this Article shall thereupon forthwith cease to be a Special Director
- (3) Any appointment or removal of a Special Director pursuant to paragraph (1) of this Article shall be effected by notice in writing to the Company signed by the appointor and delivered to the office or to the secretary or produced at the Meeting of the Directors.

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15. (1) A Special Director shall for all purposes continue to be a Director and his ceasing to be a Special Director shall not ipso facto affect his position as a Director.

(2) In the event of a Special Director ceasing for any reason whatsoever to be a Director he shall thereupon forthwith cease to be a Special Director.
16. A Special Director shall as a Director have such number of votes as shall exceed by one the total number of votes of all the other Directors for the time being of the Company.
17. During such time as there shall be a Special Director the quorum necessary for the transaction of the business of the Directors shall be two, one of whom shall be the Special Director.
18. If a quorum is not present within half an hour from the time appointed for the Meeting of the Directors, or if during a Meeting of the Directors a quorum ceases to be present, in each case otherwise than by reason of the Special Director not being present then provided that at least one day's notice shall have been given of that Meeting of the Directors, the Special Director may, at any time or times within the period of twenty-eight days following the date appointed for that Meeting of the Directors, act alone for the purpose of calling a General Meeting or of appointing a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

ASSOCIATE OR DIVISIONAL DIRECTOR

19. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of associate Director or divisional Director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:
 1. The appointment, tenure of office, remuneration (if any) and scope of duties of an associate Director or divisional Director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit, including the power to give an associate Director or divisional Director such title or description consistent with the spirit of this Article as the Directors shall decide; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of an associate Director except that no act shall be done that would impose any personal liability on any associate Director or divisional Director except with his full knowledge and consent.
 2. The Directors may also from time to time remove any associate Director or divisional Director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the associate Director or divisional Director and the Company.
 3. The appointment of a person to be an associate Director or divisional Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as associate Director or divisional Director shall be vacated if he becomes of unsound mind or bankrupt or makes any

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arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under Section 295-299 Companies Act 1985, or if he resigns his office or is removed from office by a resolution of the board.

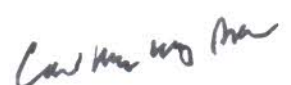
4. An associate Director or divisional Director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in Companies Act 1985 or these Articles and no associate Director or divisional Director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
5. An associate Director or divisional Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge, experience and advice.
6. Any contract or agreement proposed to be entered into by an Associate Director or Divisional Director for and on behalf of the Company shall first be approved by the Directors of the Company.

ALTERNATE DIRECTORS

20. One person may act as an alternate Director to more than one Director and while he is so acting he shall be entitled to a separate vote on behalf of each Director he is representing.
21. In addition to Regulation 67 of Table A, an alternate Director shall cease to be an alternate Director on the happening of any event on which, if he were a Director, he would be liable to vacate his office under these Articles.
22. Any appointment or removal of an alternate Director shall be effected by notice in writing to the Company signed by the Director making or revoking the appointment and delivered to the office or to the secretary or produced at a meeting of the Directors.

APPOINTMENT OF DIRECTORS

23.
 - (1) Any member holding a majority in nominal value of the issued share capital for the time being of the Company carrying the right to attend and vote at general meetings of the Company may at any time appoint any person or persons who is or are willing to act to be a Director or Directors either to fill a vacancy or vacancies or as an additional Director or additional Directors and may remove from office any Director howsoever appointed.
 - (2) Any appointment or removal of a Director pursuant to paragraph (1) of this Article shall be effected by notice in writing to the Company signed by the appointor and delivered to the office or to the secretary or produced at a meeting of the Directors.



- (3) Any removal of a Director pursuant to paragraph (1) of this Article shall be without prejudice to any claim which he may have under any contract between him and the Company.

RETIREMENT OF DIRECTORS

24. A Director shall not retire by rotation and Regulation 67 and 84 of Table A shall be modified accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

25. In addition to the events referred to in paragraphs (a) to (d) inclusive of Regulation 81 of Table A the office of a Director shall be vacated if he is removed from office by notice in writing in accordance with Article 17 hereof.

DIRECTOR'S AGE LIMIT

26. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70 and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70 and it shall not be necessary to give to members notice of the age of any Director or person proposed to be appointed as such.

PROCEEDINGS OF DIRECTORS

27. In Regulation 88 of Table A the fifth sentence shall be deleted.
28. Subject to Article 16 hereof the quorum necessary for the transaction of the business of the Directors shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum provided that at least one of the other persons counted in the quorum is not an alternate Director.
29. In Regulation 90 of Table A the words "of filling vacancies or" shall be deleted.
30. Any Director (including an alternate Director) may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

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31. Subject to the provisions of the Act and provided he has disclosed to the Directors the nature and extent of any material interest of his, a Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or a duty and he shall be counted in the quorum present at such meeting.

DESIGNATION OR TITLE INCLUDING THE WORD "DIRECTOR"

32. The Directors may from time to time appoint any person to an office or employment with the Company having a designation or title including the word "Director" or may from time to time attach to any existing office or employment with the Company such a designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Company (other than the office of Managing, Joint Managing, Deputy Managing or Assistant Managing Director) shall not imply that the holder thereof is or shall constitute the holder thereof as a Director of the Company nor shall such holder thereby be empowered in any respect to act as a Director of the Company or be deemed to be a Director for any of the purposes of these Articles or the Act.

INDEMNITY

33. Subject to the provisions of and so far as may be permitted by the Act, every director or other officer or Auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 118 of Table A shall be extended accordingly.

