

P01000098062

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

AFI ACQUISITION CORP.

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RC 11-2
11/01/2001 (4)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AFI ACQUISITION CORP.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **AFI ACQUISITION CORP.** (the "Corporation"), Charter #P01000098062.
2. The following Amendment to the Articles of Incorporation was adopted by the unanimous written consent of the Sole Director and the Shareholders of the Corporation, the number of votes cast being sufficient for approval, as of November 2, 2001 in the manner prescribed by Section 607.1003 of the Act.
3. Article I of the Corporation's Articles of Incorporation is hereby deleted and replaced by a new Article I, as follows:

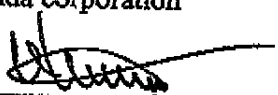
"ARTICLE I

The name of the Corporation is Aviation Facilities, Inc."

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of AFI ACQUISITION CORP. as of this 2nd day of November, 2001.

AFI ACQUISITION CORP.
a Florida corporation

By: 
Victor H. Mendelson
Chairman of the Board

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**ACTION BY UNANIMOUS CONSENT
BY
THE SOLE DIRECTOR
AND
THE SHAREHOLDERS
OF
AFI ACQUISITION CORP.**

The undersigned, constituting the Sole Director and the Shareholders of AFI ACQUISITION CORP. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, do hereby unanimously agree, consent to, adopt and order the following corporate action, without a meeting, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The undersigned do hereby agree that, upon execution of this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Shareholders and the Sole Director of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given. The following resolutions are hereby adopted:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be deleted and replaced by a new Article I, as follows:

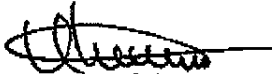
"ARTICLE I

The name of the Corporation is Aviation Facilities, Inc."

RESOLVED FURTHER, that any officer of the Corporation is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation and to file same with the Secretary of State of the State of Florida on behalf of the Corporation, and to execute and deliver any and all documents and instruments and take any and all other actions necessary or desirable to effectuate the intent and purpose of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned being the Sole Director and the Shareholders of the Corporation, have executed the foregoing Action by Unanimous Consent for the purposes herein expressed as of this 2nd day of November, 2001.

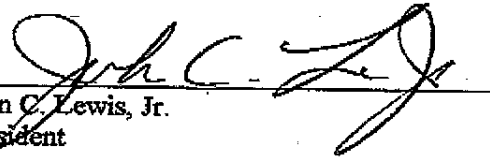
SOLE DIRECTOR:



Victor H. Mendelson

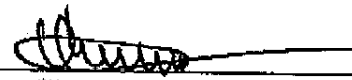
SHAREHOLDERS:

AVIATION FACILITIES, INC.

By: 

John C. Lewis, Jr.
President

HEICO AEROSPACE HOLDINGS CORP.

By: 

Victor H. Mendelson
Executive Vice President