

P97000087816



ACCOUNT NO. : 072100000032  
REFERENCE : 583543 4303929  
AUTHORIZATION : Patricia Kyzut  
COST LIMIT : \$ 87.50

ORDER DATE : October 30, 1997  
ORDER TIME : 1:14 PM  
ORDER NO. : 583543-005 600002334176--5  
CUSTOMER NO: 4303929  
CUSTOMER: Fred Levenson, Esq  
Greenberg Traurig Hoffman  
21st Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

RECEIVED  
97 OCT 30 PM 2:01  
DIVISION OF CORPORATIONS

NAME: HEICO AEROSPACE HOLDINGS CORP.

EFFECTIVE DATE:

FILED  
97 OCT 30 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder  
EXAMINER'S INITIALS:

10/31  
Amend  
CC

**FILED**

97 OCT 30 PM 4:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
HEICO AEROSPACE HOLDINGS 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 this Corporation is HEICO AEROSPACE HOLDINGS CORP., Charter No. P97000087816, filed on October 10, 1997.

2. The following Amendment to the Articles of Incorporation was adopted by the sole Director of the Corporation and the sole shareholder of the Corporation, the number of votes cast being sufficient for approval, on October 28, 1997 in the manner prescribed by Section 607.1003 of the Act:

**ARTICLE IV**

"(A) The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share.

(B) Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

(C) Preemptive Rights.

(1) General. If this Corporation should decide to issue and sell additional shares of any capital stock of this Corporation or any options or warrants for, or securities convertible into, capital stock of this Corporation or other rights to subscribe for or to purchase any capital stock of this Corporation, this Corporation shall first offer to sell to each holder of Common Stock, pro rata based on its existing ownership of shares of Common Stock, as compared to the total number of shares of Common Stock then outstanding, such additional securities upon the same terms and conditions as this Corporation is proposing to issue and sell such additional securities to others. Such offer shall be made by written notice given to each holder of common stock and specifying therein the amount of the additional securities being offered, the purchase price and other terms of such offer.

(2) No Other Preemptive Rights. Except as provided in subparagraph (1) of this paragraph (C), no shareholder of this Corporation shall have any preemptive rights to subscribe for, purchase or acquire any shares of this Corporation of any class, whether unissued or now or hereafter authorized, or any obligations or other securities convertible into, exchangeable for or carrying a right to acquire any such shares.”

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

**IN WITNESS WHEREOF**, the undersigned being the Secretary of the Corporation has executed these Articles of Amendment to Articles of Incorporation of HEICO AEROSPACE HOLDINGS CORP. this 28th day of October, 1997.

**HEICO AEROSPACE HOLDINGS CORP.**

By:  \_\_\_\_\_  
Victor H. Mendelson, Secretary