

198833

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

HEICO AEROSPACE CORPORATION

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DIVISION OF CORPORATIONS

Merger



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 4, 2003

HEICO AEROSPACE CORPORATION
3000 TAFT STREET
HOLLYWOOD, FL 33021

SUBJECT: HEICO AEROSPACE CORPORATION
REF: 198833

✓
*Corrections Done. 8/4/03
Vivian E. Machado
HEICO Corporation

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The current name of the entity is as referenced above. Please correct your document accordingly.

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Darlene Connell
Document Specialist

FAX Aud. #: H03000245744
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporations Act, pursuant to Section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
HEICO Aerospace Corporation	Florida	198833

Second: The name and jurisdiction of merging corporation:

	<u>Jurisdiction</u>	<u>Document Number</u>
ATI Heat Treat Corporation	Florida	P95000043416

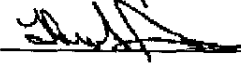
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date of the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation (complete only one statement)
The Plan of Merger was adopted by the shareholders on the surviving corporation on August 1, 2003.

Sixth: Adoption of Merger by merging corporation(s) (Complete only one statement)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 1, 2003.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed Name of Individual & Title</u>
HEICO Aerospace Corporation		Thomas S. Irwin, Treasurer
ATI Heat Treat Corporation		Thomas S. Irwin, Treasurer

articlesofmergerHEICOAERO

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PLAN OF MERGER

The following plan of merger is submitted in accordance with Section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
HEICO Aerospace Corporation	Florida

The name and jurisdiction of each subsidiary corporation:

ATI Heat Treat Corporation	Florida
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The manner and basis converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Merger Agreement

planofmergerHEICOaero

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**AGREEMENT OF MERGER BETWEEN HEICO AEROSPACE CORPORATION
AND ATI HEAT TREAT CORPORATION**

THIS AGREEMENT OF MERGER, (this "Agreement") dated as of August 1, 2003, is entered into between ATI Heat Treat Corporation (the "Merging Corporation"), Florida corporation, and HEICO Aerospace Corporation (the "Surviving Corporation"), a Florida corporation, in Miami-Dade County, Florida.

WITNESSETH

WHEREAS, the parties hereto desire that the Merging Corporation and Surviving Corporation shall merge upon the terms and conditions herein set forth and in accordance with the laws of the State of Florida;

WHEREAS, the parties hereto intend that this Agreement shall constitute a plan of merger pursuant to Section 607.1101 of the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, the parties agree as follows:

1. **Merger of Merging Corporation into Surviving Corporation.** On August 1, 2003, Merging Corporation shall be merged with and into Surviving Corporation (the "Merger") in accordance with Section 607.1101 of the FBCA, and the separate existence of the Merging Corporation shall thereupon cease and Surviving Corporation shall be the surviving corporation. The corporate existence of the Surviving Corporation, with all its rights, privileges, powers and franchises and subject to all its debts, liabilities and duties (except to the extent otherwise provided herein), shall continue unaffected and unimpaired by the Merger, and Surviving Corporation shall thereupon without further action, succeed to and be vested with all rights, privileges, powers and franchises and all property (real, personal and mixed) of Merging Corporation and shall be subject to all debts, liabilities and duties of Merging Corporation all in accordance with the FBCA.
2. **By-Laws.** The By-Laws of the Surviving Corporation, as amended and in effect immediately prior to the Merger, shall continue in full force and effect as the By-Laws of Surviving Corporation until amended or repealed as provided therein or by law.
3. **Directors.** At the time of Merger, each director of Surviving Corporation immediately prior thereto shall continue to hold such office following the Merger and shall thereafter hold such office for the remainder of his term and until his successor has been elected and qualified, or as otherwise provided in the Articles of Incorporation or the By-Laws of the Surviving Corporation or by law.
4. **Officers.** Upon the Merger, each officer of the Surviving Corporation immediately prior thereto shall continue to hold such office and shall thereafter hold such office for the remainder of his or her term of office and until his or her successor is elected, appointed or qualified or as otherwise provided in the Articles of Incorporation or the By-Laws of the Surviving Corporation or by law.
5. **Conversion of Stock and Assumption of Certain Obligations.** Each share of common stock, \$.01 par value, of Merging Corporation issued and outstanding immediately prior to the

Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled.

6. Issuance of New Certificates. Each holder of a certificate representing shares of Merging Corporation common stock immediately prior to the Merger may thereafter surrender such certificate and shall be entitled, upon such surrender to receive in exchange thereof a certificate representing the number of shares of Surviving Corporation common stock into which such shares of Merging Corporation common stock shall have been converted. Until such surrender, such certificate shall be deemed to be evidence of the ownership of such shares of Surviving Corporation common stock and the holder of such certificate shall have and be entitled to exercise any voting and other rights with respect to, and to receive any dividends and other distributions upon, the shares of Merging Corporation common stock evidenced by such outstanding certificate. If any such certificate for Surviving Corporation common stock is to be issued in a name other than that in which the surrendered certificate is registered, it shall be a condition of such exchange that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such exchange shall have paid any transfers and other taxes required by reason and such issuance of certificates of Surviving Corporation common stock in a name other than that of the registered holder of the certificate surrendered, or shall have established to the satisfaction of the Surviving Corporation and that such taxes have been paid or is not applicable.

7. Conversion. At the time of Merger, the stock transfer books for the shares of Merging Corporation common stock will be converted to Surviving Corporation common stock, \$.01 par value, and shall be deemed closed, no transfer of such shares thereafter be made or consummated.

8. Valid Issue. The shares of Surviving Corporation common stock required to be issued and delivered pursuant to this Agreement, will, when issued, be validly issued, fully paid and non assessable.

9. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, Merging Corporation and Surviving Corporation, pursuant to the approval and authority duly given by resolutions adopted by its respective shareholders, has caused this Agreement to be executed by a duly authorized officer thereof as of the date first above written.

HEICO Aerospace Corporation.

BY: 
Thomas S. Irwin
Treasurer

ATI Heat Treat Corporation

BY: 
Thomas S. Irwin
Treasurer

**UNANIMOUS WRITTEN CONSENT TO ACTION BY THE SOLE SHAREHOLDER OF
ATI HEAT TREAT CORPORATION IN LIEU OF A MEETING**

The undersigned shareholder of ATI Heat Treat Corporation (the "Company"), hereby consents to the following actions in lieu of a meeting, pursuant to Florida Statutes.

WHEREAS, the undersigned shareholder of the Company desire that the Company shall merge with HEICO Aerospace Corporation and that HEICO Aerospace Corporation shall be the surviving corporation.

NOW THEREFORE, the shareholders of the Company adopt the following resolution:

RESOLVED, the undersigned shareholders hereby approved the Agreement and Plan of Merger attached as Exhibit A hereto (the "Agreement"); and be it further

RESOLVED, that the President of the Company and each officer of the Company, is, and each hereby are, authorized to take any and all action which they deem appropriate, required, necessary or advisable to complete the Merger as described in the Agreement, including, but not limited to, executing the Agreement, making any filings with any agency and issuance of certificates representing share interests.

IN WITNESS WHEREOF, the undersigned shareholder of the Company have executed this unanimous written consent as of this 1st day of August, 2003.

HEICO Aerospace Holdings Corp.

By: 

Thomas S. Irwin
Treasurer

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