

F96000003170

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAY 17 2004

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Aviation Sales Company
(Name of corporation)

DOCUMENT NUMBER: F96000003170

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jay Dakoriya
(Name of person)

TIMCO Aviation Services, Inc.
(Name of firm/company)

c/o Corporate Finance; 623 Radar Road
(Address)

Greensboro, North Carolina 27410
(City/state and zip code)

For further information concerning this matter, please call:

Jay Dakoriya at (336) 668-4410 ext# 8012
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed) |
|--|--|---|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 14, 2004

JAY DAKORIYA - TIMCO AVIATION SERVICES, INC.
CORPORATE FINANCE
623 RADAR ROAD
GREENSBORO, NC 27410

SUBJECT: AVIATION SALES COMPANY
Ref. Number: F96000003170

We have received your document for AVIATION SALES COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 504A00024494



VIA Certified Mail

Teresa Brown
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

May 11th, 2004

Reference: Letter Number 504A00024494

Dear Teresa:

Pursuant to your letter dated April 14th, 2004, we are sending to you a certified copy of amendment filed with the Delaware Secretary of State to change the name of Aviation Sales Company to TIMCO Aviation Services, Inc. Please process our application and update your records accordingly.

Thank you for your assistance on this matter. Please do not hesitate to contact me at (336) 668-4410 extension #8012 if you have any questions.

Regards,

A handwritten signature in black ink, appearing to read "Jay", is written over a horizontal line.

Jay Dakoriya
Corporate Tax Manager

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F96000003170

(Document number of corporation (if known))

1. Aviation Sales Company

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 06/21/1996

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 27, 2002

5. TIMCO Aviation Services, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

n/a

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

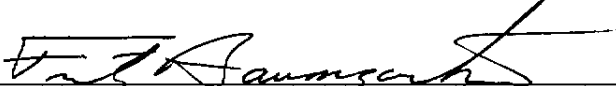
n/a

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Fritz Baumgartner

(Typed or printed name of person signing)

04/01/2004

(Date)

Vice President

(Title of person signing)

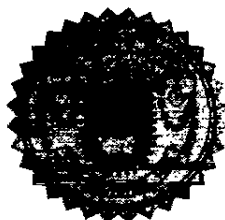
FILED
04 MAY 14 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AVIATION SALES COMPANY", CHANGING ITS NAME FROM "AVIATION SALES COMPANY" TO "TIMCO AVIATION SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2002, AT 4:05 O'CLOCK P.M.



2608756 8100

040304819

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3095913

DATE: 05-06-04

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
AVIATION SALES COMPANY
a Delaware Corporation**

Pursuant to the Delaware General Corporation Law (the "DGCL"), Article I of the Certificate of Incorporation of AVIATION SALES COMPANY, a Delaware corporation, hereafter referred to as the "Corporation," is amended in its entirety to read as follows:

Article I.

The name of the Corporation is TIMCO Aviation Services, Inc.

* * *

Further, pursuant to the DGCL, the first paragraph of Article IV of the Certificate of Incorporation of the Corporation is amended in its entirety to read as follows:

Article IV.

The total number of shares of capital stock which the Corporation shall have the authority to issue is 501,000,000 shares, of which (i) 500,000,000 shares shall be Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) 1,000,000 shares shall be Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

* * *

All subsequent paragraphs and provisions of Article IV shall remain unchanged and unamended.

* * *

Further, pursuant to the DGCL, the following paragraph shall be added to Article IV of the Certificate of Incorporation of the Corporation:

Simultaneously with the effective date of the filing of this Amendment to the Certificate of Incorporation (the "Effective Date"), each ten (10) shares of old Common Stock (and each option, warrant and all other securities convertible into shares of old Common Stock, that represent the right to acquire ten (10) shares of old Common Stock) of the Corporation issued and outstanding or held as treasury shares immediately prior to the Effective Date (the "Old Common Stock") shall automatically be reclassified and continued (the "Reverse Split"), without any action on the part of the holder thereof, as one (1) share of new Common Stock (or as an option, warrant or other security convertible into shares of new Common Stock, into the right to acquire (1) share of new Common Stock, as the case may be). The Corporation shall not issue fractional shares on account of the Reverse Split. Holders of Old Common Stock who would otherwise be entitled to a fraction of a share on account of the Reverse Split shall receive, upon surrender of the stock certificates formerly representing shares of the Old Common Stock, in lieu

(FT132594;1)

of such fractional share, an amount in cash (the "Cash-in-Lieu Amount") equal to the product of (i) the fractional share which a holder would otherwise be entitled to, multiplied by (ii) the average of the closing price per share of the Old Common Stock on the five trading days immediately prior to the Effective Date as officially reported on the OTC Bulletin Board. No interest shall be payable on the Cash-in-Lieu Amount.

* * *

Except as provided for above, the Certificate of Incorporation of the Corporation shall remain unchanged.

The foregoing amendment to the Certificate of Incorporation of the Corporation was duly adopted and approved at a Board of Directors Meeting held on August 14, 2001 and approved by a majority of the stockholders of the Corporation on February 19, 2002, pursuant to Section 242 of the DGCL. The number of votes cast in favor of the foregoing amendments by the stockholders was sufficient for approval of the amendment.

This amendment shall be effective as of the date of filing of this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Certificate of Amendment effective on February 27, 2002.

AVIATION SALES COMPANY

/s/ Gil West
Gil West, President