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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Futav Acquisition Corp.

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B. McKnight, MAY 30 2000

FROM HEICO CORP

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 26, 2000

HEICO

SUBJECT: FUTAV ACQUISITION CORP.
REF: W00000013646

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

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Becky McKnight
Document Specialist

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Letter Number: 000A00030208

*Done
5/26/00
See
Attached*

**ARTICLES OF INCORPORATION
OF**

Futav Acquisition Corp.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:
Futav Acquisition Corp.

ARTICLE II. MAILING ADDRESS OF CORPORATION

c/o HEICO CORPORATION
3000 Taft Street
Hollywood, Florida 33021

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

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.

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.

Victor H. Mendelson, Esq. (Florida Bar# 0969346)
825 Brickell Bay Drive, Suite 1644
Miami, Florida 33131
(305) 374-1745

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ARTICLE V. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation in the State of Florida shall be:

VICTOR H. MENDELSON, ESQ.
825 Brickell Bay Drive, Suite 1644
Miami, Florida 33131

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

THOMAS S. IRWIN
3000 Taft Street
Hollywood, Florida 33021

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

VICTOR H. MENDELSON, ESQ.
825 Brickell Bay Drive, Suite 1644
Miami, Florida 33131

ARTICLE X. CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII. INDEMNIFICATION

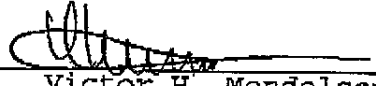
This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, as the Incorporator,

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has executed the foregoing Articles of Incorporation as of the
26 day of May, 2000.

By: 
Victor H. Mendelson

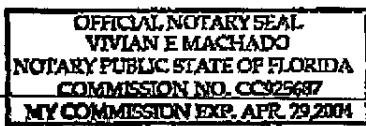
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Victor H. Mendelson, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 26 day of May, 2000.


Notary Public, State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes,
the following is submitted, in compliance with said Statutes:

That *Futav Acquisition Corp.*, desiring to organize under the
laws of the State of Florida, with its initial registered office
c/o HEICO Corporation, 825 Brickell Bay Drive, Suite 1644, Miami,
Florida 33131, appoints Victor H. Mendelson, 825 Brickell Bay
Drive, Suite 1644, Miami Florida 33131, as its agent to accept
service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity and agree to
comply with the provisions of said Statutes relative to keeping
open said office.



Victor H. Mendelson

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