

05/31/2013 10:20 (FAX) P.001/010  
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**P13000036076**  
*Attn: Annette Ramsey*

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Division of Corporations  
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MERGER OR SHARE EXCHANGE  
REINHOLD HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

*Attn: Annette Ramsey*

*PPR*  
*5/31/13*  
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2013 MAY 31 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
REINHOLD ACQUISITION CORP.,  
a Florida corporation  
WITH AND INTO  
REINHOLD HOLDINGS, INC.,  
a Delaware corporation**

The following articles of merger (the "Articles of Merger") are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Reinhold Holdings, Inc.	Delaware	4242351

**SECOND:** The name and jurisdiction of the merging corporation (the "Merging Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Reinhold Acquisition Corp.	Florida	P13000036076

**THIRD:** A copy of the Plan of Merger is attached hereto as Exhibit A.

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

**FIFTH:** In accordance with applicable Delaware law, the Plan of Merger was ratified and adopted by the board of directors and approved by the stockholders of the Surviving Corporation on May 29, 2013.

**SIXTH:** In accordance with the Florida Business Corporation Act, the Plan of Merger was adopted by the board of directors and approved by the sole shareholder of the Merging Corporation on April 24, 2013.

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**IN WITNESS WHEREOF**, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger as of May 31, 2013.

**SURVIVING CORPORATION:**

**Reinhold Holdings, Inc., a Delaware Corporation**

By: 

Name: Carl Walker

Title: Sr. VP & CFO

**MERGING CORPORATION:**

**Reinhold Acquisition Corp., a Florida Corporation**

By: \_\_\_\_\_

Name:

Title:

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IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger as of May 31, 2013.

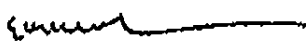
**SURVIVING CORPORATION:**

Reinhold Holdings, Inc., a Delaware Corporation

By: \_\_\_\_\_  
Name:  
Title:

**MERGING CORPORATION:**

Reinhold Acquisition Corp., a Florida Corporation

By:   
Name: Eric A. Mendelson  
Title: CEO

[Signature Page to Florida Articles of Merger]

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Exhibit A  
Plan of Merger

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**PLAN OF MERGER**

The following plan of merger (this "Plan of Merger") is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the applicable laws of the State of Delaware.

**FIRST:** The name and jurisdiction of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Reinhold Holdings, Inc.	Delaware

**SECOND:** The name and jurisdiction of the merging corporation (the "Merging Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Reinhold Acquisition Corp.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

1. At the Effective Time (as defined below), the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the applicable provisions of the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "FBCA"). Following the merger, the Surviving Corporation shall continue as the surviving corporation and the separate corporate existence of Merging Corporation shall cease.

2. Contemporaneously with the closing of the Merger, the parties hereto shall cause a Certificate of Merger (the "Certificate of Merger") meeting the requirements of Section 252 of the DGCL and Section 607.1107 of the FBCA to be properly executed and filed with the Secretaries of State of the States of Delaware and Florida in accordance with the terms and conditions of the DGCL and the FBCA. The merger shall become effective at the time of filing of the Certificate of Merger with the Secretaries of State of the States of Delaware and Florida in accordance with the DGCL and the FBCA, or at such later time which the parties hereto shall have agreed upon and designated in such filing as the effective time of the merger (the "Effective Time").

3. The merger shall have the effects set forth in the applicable provisions of the DGCL and the FBCA. Without limiting the generality of the foregoing and subject thereto, at the Effective Time all the property, rights, privileges, immunities, powers and franchises of the Surviving Corporation and the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, obligations and duties of the Surviving Corporation and the Merging Corporation shall become the debts, liabilities, obligations and duties of the Surviving Corporation.

4. The certificate of incorporation and by-laws of the Surviving Corporation in effect immediately prior to the Effective Time shall be the certificate of incorporation and by-

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laws of the Surviving Corporation as of the Effective Time, until duly amended in accordance with applicable law.

5. Until duly removed or until successors are duly elected or appointed and qualified, the directors of the Merging Corporation immediately prior to the Effective Time shall be the directors of the Surviving Corporation as of the Effective Time and the officers of the Surviving Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation as of the Effective Time.

**FOURTH:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. Each share of common stock, par value \$0.01 per share, of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall represent one share of common stock, par value \$0.01 per share, of the Surviving Corporation, so that, after the Effective Time, HEICO Flight Support Corp. shall be the holder of all of the issued and outstanding shares of the Surviving Corporation's common stock.

2. Each share of the Surviving Corporation's common stock issued and outstanding immediately prior to the Effective Time (other than Dissenting Shares (as defined below)) and all rights in respect thereof, shall by virtue of the merger and without any action on the part of the holder thereof, be converted into the right to receive \$821.25 per share (the "Per Share Merger Consideration"), in cash, payable to the holder thereof without interest, and such shares shall otherwise cease to be outstanding, shall be canceled and retired and cease to exist.

3. Each share of the Surviving Corporation's common stock held in the treasury of the Surviving Corporation immediately prior to the Effective Time shall be canceled and retired without any conversion thereof, and no payment or distribution shall be made with respect thereto.

4. Each issued and outstanding share of the Surviving Corporation's Series A Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), immediately prior to the Effective Time shall be redeemed by the Surviving Corporation in accordance with the terms of the Preferred Stock.

5. Shares of the Surviving Corporation's common stock that are outstanding immediately prior to the Effective Time and which are held by stockholders who shall have not voted in favor of the merger or consented thereto in writing and who shall have properly demanded and are entitled to appraisal for such shares in accordance with Section 262 of the DGCL (collectively, the "Dissenting Shares") shall not be converted into or represent the right to receive the Per Share Merger Consideration. Such stockholders instead shall be entitled to receive payment from the Surviving Corporation of the appraised value of such shares of the

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Surviving Corporation's common stock held by them in accordance with the provisions of Section 262 of the DGCL, except that all Dissenting Shares held by stockholders who shall have failed to perfect or who effectively shall have withdrawn or otherwise are not entitled to appraisal of such shares of the Surviving Corporation's common stock under such Section 262 of the DGCL shall thereupon be deemed to have been converted into and to have become exchangeable, as of the Effective Time, for the right to receive, without any interest thereon, the appropriate Per Share Merger Consideration upon surrender of the Certificate or Certificates that, immediately prior to the Effective Time, evidenced such shares of the Surviving Corporation's common stock.

[Signatures on the next page]

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IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation  
and the Merging Corporation have executed and delivered this Plan of Merger as of May 3,  
2013.

**SURVIVING CORPORATION:**

Reinhold Holdings, Inc., a Delaware  
Corporation

By: Carl Walker  
Name: Carl Walker  
Title: Sr. VP & CFO

**MERGING CORPORATION:**

Reinhold Acquisition Corp., a Florida  
Corporation

By: \_\_\_\_\_  
Name:  
Title:

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IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation  
and the Merging Corporation have executed and delivered this Plan of Merger as of May 3,  
2013.

**SURVIVING CORPORATION:**

Reinhold Holdings, Inc., a Delaware  
Corporation

By: \_\_\_\_\_  
Name:  
Title:

**MERGING CORPORATION:**

Reinhold Acquisition Corp., a Florida  
Corporation

By: E. A. Mendelson  
Name: Eric A. Mendelson  
Title: CEO

(Signature Page to Plan of Merger)

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