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ARNOLD, MATHENY & EAGAN, P.A.
ATTORNEYS AND COUNSELORS AT LAW

LEHN E. ABRAMS
WILLIAM W. ARNOLD
STEPHEN C. L. CHONG
BARBARA A. EAGAN
WILLIAM L. EAGAN
ARTHUR R. LOUV
ALEXANDER J. OMBRES
PETER C. VILMOS*

*ALSO ADMITTED TO
NEW YORK & ILLINOIS

RICHARD H. ADAMS
OF COUNSEL

SUITE 201, 801 N. MAGNOLIA AVENUE
ORLANDO, FLORIDA 32803-3842

POST OFFICE BOX 2967
ORLANDO, FLORIDA 32802-2967

TELEPHONE (407) 841-1550
FACSIMILE (407) 841-8746
E-MAIL: amelaw@ameori.com

December 6, 2001

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Bureau of Corporate Records
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

Re: Flight Avionics of North America, Inc.

Dear Sirs:

Enclosed is the original and one copy of the Amendment to the Articles of Incorporation of Flight Avionics of North America, Inc. for filing with your office. Also find enclosed a check in the amount of \$52.50 to cover the \$35.00 filing fee and \$17.50 certified copy fee. Once the Amendment has been filed, please return the certified copy to me in the envelope provided.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,


Stephen C. L. Chong

SCLC/pp

Encl.

cc: John E. Parrett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 10 AM 8:30

Amend

V. SHEPARD DEC 13 2001

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
FLIGHT AVIONICS OF NORTH AMERICA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 10 AM 8:30

A special meeting of the Board of Directors and Shareholders of the corporation organized and existing under and by virtue of the laws of the State of Florida, was held at Orlando, Florida on the 4 day of December, 2001, pursuant to proper call and notice of the meeting. The Directors and Shareholders unanimously resolved that the Articles of Incorporation be amended as follows:

1. Article Four shall be amended to read:

"The aggregate number of common shares which the corporation shall have authority to issue is Two Hundred Forty Three Thousand Seven Hundred Fifty (243,750) common shares without par value. The corporation shall also be authorized to issue 43,750 shares of Class A convertible preferred stock with a cumulative annual dividend of eight percent (8%) without par value. These dividends shall be paid quarterly. The shares may be converted on a one-to-one basis to common stock and shall carry the same voting rights as the common stock. The deadline for conversion shall be January 1, 2007. If not converted by that date, the corporation will redeem the shares no later than December 31, 2007, at original value plus accrued interest."

2. Article Six shall be added to read:

"SIX: Amendments to the Articles of Incorporation and By Laws shall require an affirmative vote of seventy percent (70%) of the outstanding shares entitled to

vote."

Therefore, pursuant to Section 607.1003 Fla. Stat., the corporation hereby amends the Articles of Incorporation of Flight Avionics of North America, Inc.

Dated this 4 day of December, 2001.

By: [Signature]
John Parrett, President

CORPORATE SEAL

Attest: [Signature]
John Parrett, Secretary