

P96000035927

120 N. W. 11th St.  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-9111

FILED

RECEIVED

96 APR 24 AM 11:31

96 APR 24 AM 11:31



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032

REFERENCE : 929669 4303929

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : April 24, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 929669

CUSTOMER NO: 4303929

500001798065

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: HEICO ENGINEERING CORPORATION

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

*KH*  
*4-25-96*

ARTICLES OF INCORPORATION  
OF  
HEICO ENGINEERING CORPORATION

FILED  
96 APR 24 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is HEICO ENGINEERING CORPORATION, (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 3000 Taft Street, Hollywood, Florida 33021.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors

is two, and the names and addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Thomas S. Irwin  
3000 Taft Street  
Hollywood, Florida 33021

Eric A. Mendelson  
3000 Taft Street  
Hollywood, Florida 33021

96 APR 24 11:35  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII**

The name of the Incorporator is Merrill A. Ulmer and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of April, 1996.

*Merrill A. Ulmer*

\_\_\_\_\_  
Merrill A. Ulmer, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of HEICO ENGINEERING CORPORATION hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

**CORPORATION SERVICE COMPANY**

*Patricia G. Pizzuto*

\_\_\_\_\_  
PATRICIA G. PIZZUTO,  
as Agent for the Registered Agent

Dated: April 24, 1996