

P960000069077  
HEICO™

HEICO Corporation, 3000 Taft Street, Hollywood, Florida 33021 • Telephone 305-987-6101

June 25, 1996

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\*\*\*+131.25 \*\*\*+131.25

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314


Re: HEICO BEARINGS CORP.  
T.I.I. Acquisition Corporation

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for T.I.I. Acquisition Corporation and a check made payable to the Department of State in the amount of \$131.25. The enclosed amount includes the Filing Fee, Designation of Registered Agent, Certified Copy Fee and a Certificate Fee. Please return a Certified Copy and Certificate to me at the address listed below.

From: Victor H. Mendelson  
HEICO Corporation  
3000 Taft Street  
Hollywood, FL 33021  
(305) 987-6101

Sincerely,

  
Victor H. Mendelson  
General Counsel

VHM:ab  
Enc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# HEICO™

HEICO Corporation, 3000 Taft Street, Hollywood, Florida 33021 • Telephone 305-007-0101

August 16, 1996

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

RE: T.I.I. Acquisition Corporation, Ref. No. W96000013960

Dear Sirs:

I am in receipt of your Letter Number 096A00032606 dated July 2, 1996. We have elected to utilize the name HEICO Bearings Corp. instead of T.I.I. Acquisition Corporation.

Accordingly, I have enclosed new Articles of Incorporation and a Registered Agent form to incorporate HEICO Bearings Corp. Kindly apply the \$131.25 which you previously received from me for the incorporation and related fees for T.I.I. Acquisition Corporation to the incorporation and related fees for HEICO Bearings Corp.

As you are aware, the fees paid include the fees for incorporation, registered agent, return of a Certified Copy of the Articles of Incorporation and return of a Certificate of Incorporation.

Thank you for your assistance.

Sincerely,



Victor H. Mendelson  
General Counsel

Enclosures



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

July 2, 1996

**VICTOR H MENDELSON**  
**HEICO CORPORATION**  
**3000 TAFT STREET**  
**HOLLYWOOD, FL 33021**

**SUBJECT: T.I.I. ACQUISITION CORPORATION**  
**Ref. Number: W96000013960**

We have received your document for T.I.I. ACQUISITION CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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 (904) 487-6052.

**Kimberly Rolfe**  
**Document Specialist**

**Letter Number: 096A00032606**

**ARTICLES OF INCORPORATION  
OF**

**HEICO Bearings 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:

**HEICO Bearings 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

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TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**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.  
3000 Taft Street  
Hollywood, Florida 33021

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:

VICTOR H. MENDELSON  
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.  
3000 Taft Street  
Hollywood, Florida 33021

#### **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, has executed the foregoing Articles of Incorporation as of the 16<sup>th</sup> day of August, 1996.

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 16<sup>th</sup> day of August, 1996.

Laurel M. Charles  
Notary Public, State of Florida

My Commission Expires:






**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 HEICO Bearings Corp. desiring to organize under the laws  
of the State of Florida, with its initial registered office at c/o  
HEICO Corporation, 3000 Taft Street, Hollywood, Florida 33021,  
appoints Victor H. Mendelson, 3000 Taft Street, Hollywood, Florida  
33021, 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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA