

P98000052459

HEICO®

HEICO Corporation, Miami Office, 825 Brickell Bay Drive, Suite 1644, Miami, Florida 33131
Telephone 305-374-1745 • Facsimile 305-374-6742

June 2, 1998

VIA FEDERAL EXPRESS

FILED
98 JUN -9 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 E. Gainesville Street
Tallahassee, Florida 32399

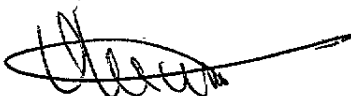
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RE: PTM Acquisition Corporation

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for PTM 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 Certificate Fee. Please return a Certified Copy and Certificate to me at the address listed above.

Sincerely,



Victor H. Mendelson
Vice President & General Counsel

VHM/vh/als

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**ARTICLES OF INCORPORATION
OF**

PTM Acquisition Corporation

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:

PTM Acquisition Corporation

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.

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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:

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

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 33133

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

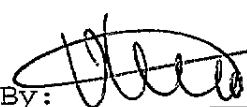
These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at

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 2nd day of JUNE, 1998.

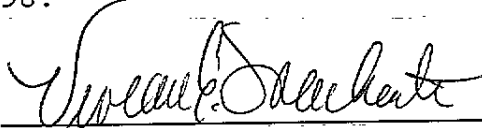
By: 

Victor H. Mendelson

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

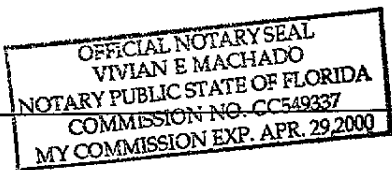
BEFORE ME, a Notary Public, personally appeared Victor H. Mendelson, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 2 day of June, 1998.



Notary Public, State of Florida

My Commission Expires:



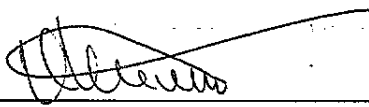
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That PTM Acquisition Corporation, 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, 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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