

09-24-1998



100836759

To the Honorable Commissioner of Patents and

ginal documents or copy thereof.

1. Name of conveying party(ies):

Heisley Holding, Inc.

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 10, 1997



08-25-1998

U.S. Patent & TMO/TM Mail Rcpt Dt. #39

4. Application number(s) or Registration number(s):

A. Trademark Application No.(s)

2. Name and address of receiving party(ies):

Name: Heico Holding, Inc.

Internal Address: _____

Street Address: 4225 Naperville Road / Suite 200

City: Lisle State: Illinois ZIP: 60532-3657

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or Registration number(s):

B. Trademark Registration No.(s)

501,916

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Susan N. McFee, Esq.

Internal Address: _____

Street Address: McDERMOTT, WILL & EMERY

227 West Monroe Street

City: Chicago State: IL ZIP: 60606-5096

6. Total number of applications and registrations involved:

16

7. Total Fee (37 CFR 3.41) \$ 640.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

13-0206

(Attach duplicate copy of this page if paying by deposit account)

09/21/1998 BNGUYEN 00000176 130206 501916

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 375.00 CH

415E

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Susan N. McFee

Name of Person Signing

Susan McFee

Signature

August 21, 1998

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Trademarks
Box Assignments
Arlington, VA 22202

TRADEMARK
REEL: 1790 FRAME: 0770

Page -2-

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

4. Application number(s) or Registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

980,663
1,082,412
1,082,413
1,098,681
1,098,699
1,102,615
1,246,309
1,363,234
1,499,450
1,972,967
1,972,968
2,007,776
2,011,563
2,017,058
2,020,328

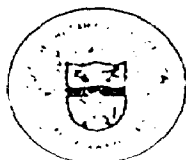
Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Trademarks
Box Assignments
Arlington, VA 22202

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HEISLEY HOLDING, INC.", CHANGING ITS NAME FROM "HEISLEY HOLDING, INC." TO "HEICO HOLDING, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 1997, AT 6 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

0359127 8100

971215010

AUTHENTICATION:

8535399

DATE:

06-27-97

TRADEMARK

REEL: 1790 FRAME: 0772

CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
HEISLEY HOLDING, INC.

* * *

The undersigned, Chairman of HEISLEY HOLDING, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That resolutions of the Board of Directors of the Corporation were duly adopted by unanimous written consent setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and submitting the amendment to the stockholders of the Corporation for their consideration by means of written consent. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article First of the Restated Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

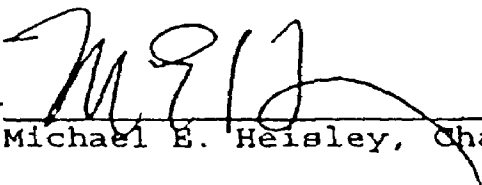
"First: The name of the Corporation is Heico Holding, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the officers of the Corporation obtained the written consent of the stockholders of the Corporation in accordance with Section 228 of the Delaware General Corporation Law.

THIRD: That the amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, Heisley Holding, Inc. has caused this certificate to be executed by its Chairman this 10th day of April, 1997.

HEISLEY HOLDING, INC.

By 
Michael E. Heisley, Chairman