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09-24-1998



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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To 09-03-1998 it

100837676

Attached original documents or copy thereof.

1. Name: Heisley Holding, Inc.
Individual(s) Association
General Partnership Limited Partnership
Corporation-Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: April 10, 1997

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):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
684,739
1,310,782
Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 2

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

7. Total Fee (37 CFR 3.41) \$ 65.00
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)

09/23/1998 JSH/BAZZ 00000221 130206 684739

01 FC:481 40.00 CH
02 FC:482 25.00 CH

DO NOT USE THIS SPACE

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 Signature Date September 1, 1998
Total number of pages including cover sheet, attachments, and document: 3

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

Assistant Commissioner for Trademarks
Box Assignments
Arlington, VA 22202

TRADEMARK
REEL: 1790 FRAME: 0828

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

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AUTHENTICATION:

8535399

DATE:

06-27-97

TRADEMARK

REEL: 1790 FRAME: 0829

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, DOBS 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

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