

MPD 9-3-98

09-24-1998



100837673

FORM PTO 1014  
(Rev. 6-92)  
OMB No.

SHEET Y U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To th:

attached original documents or copy thereof.

1. Name: Heisley Holding, Inc.  
 Heisley, 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

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

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: April 10, 1997

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

A. Trademark Application No.(s)  
1

B. Trademark Registration No.(s)  
1,510,678

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:

7. Total Fee (37 CFR 3.41) . . . . . \$ 40.00

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/BAZ 0000025 130206 1510678  
01 FC:481 40.00 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      [Signature]      September 1, 1998  
 Name of Person Signing      Signature      Date

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

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

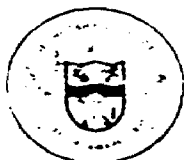
Assistant Commissioner for Trademarks  
Box Assignments  
Arlington, VA 22202

TRADEMARK  
REEL: 1793 FRAME: 0742

State of Delaware  
Office of the Secretary of State

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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.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

0359127 8100

971215010

AUTHENTICATION:

8535399

DATE:

06-27-97

TRADEMARK

REEL: 1793 FRAME: 0743

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

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