

07-09-2002



102148177

Form PTO-1594
(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Aviation Sales Operating Company

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

07/05/02

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

3. Nature of conveyance:

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

Execution Date: **September 29, 1998**

2. Name and address of receiving party(ies)

Name: **Aviation Sales Distribution Services Company**

Internal

Address:

Street Address: **623 Radar Road**

City: **Greensboro** State: **NC** Zip: **27410**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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)

74/616,193
74/615,966

B. Trademark Registration No. (s)

Additional number(s) attached Yes No

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

Name: **Debra A. Kozlowski**

Internal Address: **Sidley Austin Brown & Wood**

Street Address: **Bank One Plaza**

10 S. Dearborn Street

City: **Chicago** State: **IL** Zip: **60603**

6. Total number of applications and registrations involved: **10**

7. Total fee (37 CFR 3.41)..... \$ **65.00**

- Enclosed
- Authorized to be charged to deposit account

Please charge any shortages or overages to:
8. Deposit account number:

19-2165

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

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.

Debra A. Kozlowski
Name of Person Signing

Debra A. Kozlowski
Signature

June 28, 2002

Date

10

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

07/08/2002 DBYRNE 00000179 74616193

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

TRADEMARK
REEL: 002540 FRAME: 0328

SCHEDULE A
to
Trademark Security Agreement
(Aviation Sales Operating Company)

TRADEMARKS

None.

TRADEMARK AND SERVICE MARK APPLICATIONS

<u>Name</u>	<u>Serial Number</u>	<u>Filing Date</u>
Aviation Sales Company	74/616193	12/28/94
Aviation Sales Company and design	74/615966	12/28/94

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AVIATION SALES DISTRIBUTION SERVICES COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

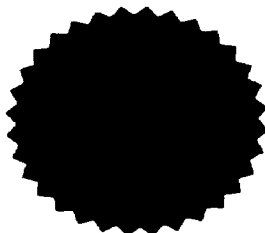
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTEENTH DAY OF JUNE, A.D. 1996, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 1996, AT 10:15 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AVIATION SALES OPERATING COMPANY" TO "AVIATION SALES DISTRIBUTION SERVICES COMPANY", FILED THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2634963 8100H

020364239

AUTHENTICATION: 1816488

DATE: 06-06-02

TRADEMARK
REEL: 002540 FRAME: 0330

CERTIFICATE OF INCORPORATION
OF
AVIATION SALES OPERATING COMPANY

The undersigned incorporator, for the purposes of forming a corporation under the laws of the State of Delaware, hereby adopts the following Certificate of Incorporation:

ARTICLE I.

NAME

The name of the corporation is Aviation Sales Operating Company (the "Corporation").

ARTICLE II.

REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III.

PURPOSES

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of Delaware ("DGCL").

ARTICLE IV.

CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have the authority to issue is three thousand (3,000), and the par value of each of such shares is One Dollar (\$1.00), amounting in the aggregate to Three Thousand Dollars (\$3,000).

THH00LS3700009V45780.1

P. 04/15

BOYER, SIMON & MILLER

JUN-17-1996 15:18

TRADEMARK
REEL: 002540 FRAME: 0331

**ARTICLE V.
DIRECTORS**

Section 1. General.

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors except as otherwise provided herein or required by law.

Section 2. Election of Directors.

Election of Directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

Section 3. Number of Directors.

The number of Directors of the Corporation shall be fixed by resolution duly adopted from time to time by the Board of Directors.

Section 4. Vacancies.

Any and all vacancies in the Board of Directors, however occurring, including, without limitation, by reason of an increase in size of the Board of Directors, or the death, resignation, disqualification or removal of a Director, shall be filled solely by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum of the Board of Directors. Any Director appointed in accordance with the preceding sentence shall hold office for the remainder of the full term of the directorship for which the new directorship was created or the vacancy occurred and until such Director's successor shall have been duly elected or qualified or until his or her earlier resignation or removal. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board of Directors until the vacancy is filled.

**ARTICLE VI.
LIMITATION OF LIABILITY**

A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the Director derived an improper personal benefit. If the DGCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of this Article VI by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification of a person serving as a Director at the time of such repeal or modification.

ARTICLE VII. AMENDMENT OF BY-LAWS

Section 1. Amendment by Directors.

Except as otherwise provided by law, the By-laws of the Corporation may be amended or repealed by the Board of Directors.

Section 2. Amendment by Stockholders.

The By-laws of the Corporation may be amended or repealed at any annual meeting of stockholders, or special meeting of stockholders called for such purpose, by the affirmative vote of at least two-thirds of the total votes eligible to be cast on such amendment or repeal by holders of voting stock, voting together as a single class; provided, however, that if the Board of Directors recommends that stockholders approve such amendment or repeal at such meeting of stockholders, such amendment or repeal shall only require the affirmative vote of a majority of the total votes eligible to be cast on such amendment or repeal by holders of voting stock, voting together as a single class.

ARTICLE VIII. AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend or repeal this Certificate of Incorporation in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation. No amendment or repeal of this Certificate of Incorporation shall be made unless the same is first approved by the Board of Directors pursuant to a resolution adopted by the Board of Directors in accordance with Section 242 of the DGCL, and, except as otherwise provided by law, thereafter approved by the stockholders. Whenever any vote of the holders of voting stock is required, and in addition to any other vote of holders of voting stock that is required by this Certificate of Incorporation or by law, the affirmative vote of a majority of the total votes eligible to be cast by holders of voting stock with respect to such amendment or repeal, voting together as a single class at a duly constituted meeting of stockholders called expressly for such purpose shall be required to amend or repeal any provisions of this Certificate of Incorporation; provided, however, that the affirmative vote of not less than 80% of the total votes eligible to be cast by holders of voting stock, voting together as a single class, shall be required to amend or repeal any of the provisions of Article V or Article VIII of this Certificate of Incorporation.

**ARTICLE IX.
CORPORATION NOT TO BE GOVERNED BY SECTION 203**

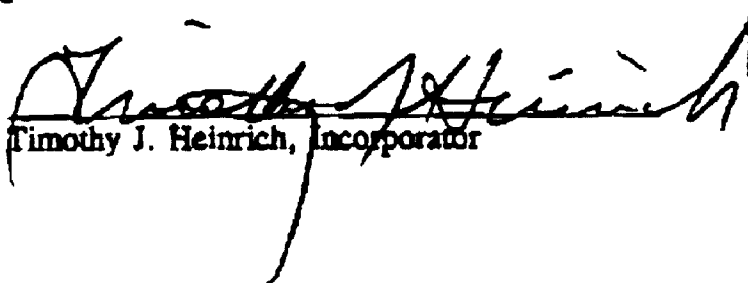
The Corporation elects not to be governed by Section 203 of the DGCL.

**ARTICLE X.
INCORPORATOR**

The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Timothy J. Heinrich	Boyar, Simon & Miller 4265 San Felipe, Suite 1200 Houston, Texas 77027

Signed this 17th day of June, 1996 by:


Timothy J. Heinrich, Incorporator

CERTIFICATE OF MERGER
OF
AVIATION SALES MANAGEMENT COMPANY
INTO
AVIATION SALES OPERATING COMPANY

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Aviation Sales Operating Company	Delaware
Aviation Sales Management Company	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Aviation Sales Operating Company.

FOURTH: That the Certificate of Incorporation of Aviation Sales Operating Company, a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.


FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 6905 N.W. 25th St., Miami, Florida 33122.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective as of the close of business on June 26, 1996.

AVIATION SALES OPERATING COMPANY

Dated: As of
June 24, 1996

By: 
James D. Innella, Vice President and Chief
Operating Officer

Signature Page to Certificate of Merger
of Aviation Sales Management Company
into Aviation Sales Operating Company

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
AVIATION SALES OPERATING COMPANY
a Delaware Corporation**

Pursuant to the Delaware General Corporation Law, the Certificate of Incorporation of Aviation Sales Operating Company, a Delaware corporation, hereafter referred to as the "Corporation," is amended to read as follows:

Paragraph 1 of the Certificate of Incorporation of the Corporation is hereby deleted in its entirety, and the following text is inserted in lieu thereof:

1. The name of the corporation is Aviation Sales Distribution Services Company.

Except as provided for above, the Certificate of Incorporation of the Corporation shall remain unchanged.

The foregoing amendment to the Certificate of Incorporation of the Corporation was duly proposed, adopted and approved by joint written consent of the sole Director and the sole Stockholder of the Corporation on July 31, 1998, pursuant to Sections 242, 141 and 228 of the Delaware General Corporation Law. The number of votes cast in favor of the foregoing amendment by the sole Stockholder was sufficient for approval of the amendment.

This amendment shall be effective as of the date of filing of this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Certificate of Amendment effective on July 31, 1998.

AVIATION SALES OPERATING COMPANY

By: 
Dale S. Baker, President

270018

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/29/1998
981377023 - 2634963

RECORDED: 07/05/2002

TRADEMARK
REEL: 002540 FRAME: 0337