

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Heisley Holding, Inc.		04/10/1997	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Heico Holding, Inc.		
<b>Street Address:</b>	2626 Warrenville Road, #400		
<b>City:</b>	Downers Grove		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60515-1775		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	0684739	CARY-LIFT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)876-2020		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312/876-1800		
<b>Email:</b>	lbowen@woodphillips.com		
<b>Correspondent Name:</b>	Wood, Phillips, Katz, Clark & Mortimer		
<b>Address Line 1:</b>	500 W. Madison Street, Suite 3800		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60661-2562		
<b>ATTORNEY DOCKET NUMBER:</b>	00420T00012US		
<b>NAME OF SUBMITTER:</b>	John S. Mortimer		
<b>Signature:</b>	/John S. Mortimer/		
<b>Date:</b>	10/30/2008		

OP \$40.00 0684739

Total Attachments: 2

source=Scan081030101528#page1.tif

source=Scan081030101528#page2.tif

State of Delaware  
Office of the Secretary of State

COPY

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.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0359127 8100

971215010

AUTHENTICATION:

8535399

DATE:

06-27-97

ORIGINAL

TRADEMARK

REEL: 003879 FRAME: 0853

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

\23635\MSH\10DELAAMD.002