

07-09-2002



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Form PTO-1594  
(Rev. 03/01)

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

Tab settings → → →

# 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 COMPANY

*07/05/02*

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

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

2. Name and address of receiving party(ies)

Name: TIMCO AVIATION SERVICES, INC.

Internal Address: \_\_\_\_\_

Street Address: 623 Radar Road

City: Greensboro State: NC Zip: 27430

- 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

OFFICE OF PUBLIC RECORDS  
FINANCE SECTION  
JUL - 5 AM 10:05

3. Nature of conveyance:

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

Execution Date: February 27, 2002

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

A. Trademark Application No. (s)

Please see Schedule A attached hereto

B. Trademark Registration No. (s)

Please see Schedule A attached hereto

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: 20

7. Total fee (37 CFR 3.41).....\$ 515.00

- Enclosed
- Authorized to be charged to deposit account

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

197

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 00000178 2317390

01 FC:481  
02 FC:482

40.00 OP  
475.00 OP

Schedule A

to

Trademark Security Agreement

Dated as of June 4, 2001

**Registered Trademarks and Service Marks  
or  
Trademarks and Service Marks Applications**

None, except:

Service Mark	Registration No./Serial No.
TOTAL INVENTORY MANAGEMENT	2317390
TOTAL INVENTORY MANAGEMENT	2322610
TOTAL INVENTORY MANAGEMENT	2317391
TOTAL INVENTORY MANAGEMENT	2327450
TIM	2311686
TIM	2309261
TIM	2311687
TIM	2309267
TOTAL AIRCRAFT MAINTENANCE	2317389
TOTAL AIRCRAFT MAINTENANCE	2334004
TOTAL AIRCRAFT MAINTENANCE	2317392
TOTAL AIRCRAFT MAINTENANCE	2336888
TAM	2311691
TAM	2309262

TAM	2311688
TAM	2309260
TIM TAM	2419853
TIM TAM	75/612609
TIM TAM	75/612242
TIM TAM	75/611869

# 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 "TIMCO AVIATION SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF MARCH, A.D. 1996, AT 9 O'CLOCK A.M.

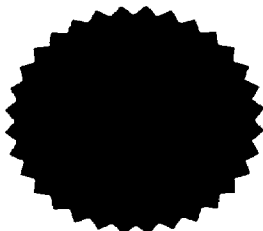
CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF APRIL, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SECOND DAY OF NOVEMBER, A.D. 2001, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AVIATION SALES COMPANY" TO "TIMCO AVIATION SERVICES, INC.", FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2002, AT 4:05 O'CLOCK P.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

2608756 8100H

AUTHENTICATION: 1816459

020364214

DATE: 06-06-02

TRADEMARK  
REEL: 002540 FRAME: 0341

**CERTIFICATE OF INCORPORATION**

**OF**

**AVIATION SALES 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 Company (the "Corporation")

**ARTICLE II.**

**REGISTERED OFFICE**

The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805, New Castle County, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service 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 Corporate Laws for Delaware ("DGCL").

**ARTICLE IV.**

**CAPITAL STOCK**

The total number of shares of capital stock which the Corporation shall have the authority to issue is 51,000,000 of which (i) 50,000,000 shares shall be Common Stock, par value \$0.01 per share (the "Common Stock"), and (ii) 1,000,000 shares shall be Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

The number of authorized shares of the class of Preferred Stock may be increased or decreased (but not below the number of shares outstanding) by the affirmative vote of the holders of a

majority of the Common Stock, without a vote of the holders of the Preferred Stock, pursuant to the resolution or resolutions establishing the class of Preferred Stock or this Certificate of Incorporation, as it may be amended from time to time.

The designations, powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class of series of stock shall be determined in accordance with, or as set forth below.

#### A. Common Stock

**Section 1. General.** Except as herein otherwise expressly provided, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

**Section 2. Voting.** Each holder of record shall be entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation.

**Section 3. Dividends.** Subject to applicable law the holders of Common Shares shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion, with each share of Common Stock sharing equally, share for share, in such dividends.

**Section 4. Liquidation.** Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), after the payment or provision for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

**Section 5. Notices.** In the event that the Corporation provides any notice, report or statement to any holder of Common Shares, the Corporation shall at the same time provide a copy of any such notice, report or statement to each holder of outstanding Common Shares.

#### B. Preferred Stock

Subject to any limitations prescribed by law, the Board of Directors or any authorized committee thereof is expressly authorized to provide for the issuance of the shares of Preferred Stock in one or more series of such stock, and by filing a certificate pursuant to applicable law of the State of Delaware, to establish or change from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences and the relative, participating, optional or other

special rights of the shares of each series and any qualifications, limitations and restrictions thereof. Any action by the Board of Directors or any authorized committee thereof under this Article IV to fix the designations, powers, preferences and the relative, participating, optional or other special rights of the shares of a series of Preferred Stock and any qualifications, limitations and restrictions thereof shall require the affirmative vote of a majority of the Directors then in office or a majority of the members of such committee. The Board of Directors or any authorized committee thereof shall have the right to determine or fix one or more of the following with respect to each series of Preferred Stock to the extent permitted by law:

(a) The distinctive serial designation and the number of shares constituting such series;

(b) The dividend rates of the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative and, if so, from which date or dates, the payment date or dates for dividends, and the participating and other rights, if any, with respect to dividends;

(c) The voting powers, full or limited, if any, of the shares of such series;

(d) Whether the shares of such series shall be redeemable and, if so, the price or prices at which, and the terms and conditions on which, such shares may be redeemed;

(e) The amount or amounts payable upon the shares of such series and any preferences applicable thereto in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(f) Whether the shares of such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price or prices at which such shares may be redeemed or purchased through the application of such fund;

(g) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and, if so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

(h) The price or other consideration for which the shares of such series shall be issued;

(i) Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of Preferred Stock (or series thereof) and whether such shares may be reissued as shares of the same or any other class or series of stock; and

(j) Such other powers, preferences, rights, qualifications, limitations and restrictions thereof as the Board of Directors or any authorized committee thereof may deem advisable.

## **ARTICLE V. STOCKHOLDER ACTION**

Any action required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders and may not be taken or effected by a written consent of stockholders in lieu thereof.

## **ARTICLE VI. 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 By-laws of the Corporation shall so provide.

### **Section 3. Terms 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. The Directors, other than those who may be elected by the holders of any series of Preferred Stock of the Corporation, shall be classified, with respect to the term for which they severally hold office, into three classes, as nearly equal in number as possible. The initial Class I Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 1997, the initial Class II Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 1998, and the initial Class III Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 1999. At each annual meeting of stockholders, the successor or successors of the class of Directors whose term expires at that meeting shall be



elected by a plurality of the votes cast at such meeting and shall hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. The Directors elected to each class shall hold office until their successors are duly elected and qualified or until their earlier resignation or removal.

Notwithstanding the foregoing, whenever, pursuant to the provision of Article IV of this Certificate of Incorporation, the holders of any one or more series of Preferred Stock shall have the right, voting separately as a series or together with holders of other such series, to elect Directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate of Incorporation and any certificate of designations applicable thereto, and such Directors so elected shall not be divided into classes pursuant to this Section 3.

During any period when the holders of any series of Preferred Stock have the right to elect additional Directors as provided for or fixed pursuant to the provisions of Article IV hereof, then upon commencement and for the duration of the period during which such right continues; (i) the then otherwise total authorized number of Directors of the Corporation shall automatically be increased by such specified number of Directors, and the holders of such Preferred Stock shall be entitled to elect the additional Directors so provided for or fixed pursuant to said provisions, and (ii) each such additional Director shall serve until such Director's successor shall have been duly elected or qualified, or until such Director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to such Director's earlier death, disqualification, resignation or removal. Except as otherwise provided by the Board in the resolution or resolutions establishing such series, whenever the holders of any series of Preferred Stock having such right to elect additional Directors are divested of such right pursuant to the provisions of such stock, the terms of office of all such additional Directors elected by the holders of such stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional Directors, shall forthwith terminate and the total and authorized number of Directors of the Corporation shall be reduced accordingly.

#### Section 4. Vacancies.

Subject to the rights, if any, of the holders of any series of Preferred Stock to elect Directors and to fill vacancies in the Board of Directors relating thereto, 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 class of Directors in 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. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect Directors when the number of Directors is increased or decreased, the Board of Directors shall determine the class or classes to which the increased or decreased number of Directors shall be apportioned, provided, however, that no decrease in the number of Directors shall shorten the term of any incumbent Director. 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.

#### **Section 5. Removal.**

Subject to the rights, if any, of any series of Preferred Stock to elect Directors and to remove any Director whom the holders of any such stock have the right to elect, any Director (including persons elected by Directors to fill vacancies in the Board of directors) may be removed from office (i) only with cause and (ii) only by the affirmative vote of at least two-thirds of the total votes which would be eligible to be cast by stockholders in the election of such Director. At least 30 days prior to any meeting of stockholders at which it is proposed that any Director be removed from office, written notice of such proposed removal shall be sent to the Director whose removal will be considered at the meeting. For purposes of this Certificate of Incorporation, "cause," with respect to the removal of any Director shall mean only (i) conviction of a felony, (ii) declaration of unsound mind by order of court, (iii) gross dereliction of duty, (iv) commission of any action involving moral turpitude, or (v) commission of an action which constitutes intentional misconduct or a knowing violation of law if such action in either event results both in an improper substantial personal benefit and a material injury to the Corporation.

#### **ARTICLE VII. 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 Second Amended and Restated 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 VII 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 VIII.**  
**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 IX.**  
**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 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 a single class, shall be required to amend or repeal any of the provisions of Article VI or Article IX of this Certificate of Incorporation.

Signed this 29th day of March, 1996 by:



Barry E. Steiner, Incorporator  
AKERMAN SENTERFITT & EIDSON  
27th Floor  
1 Southeast 3rd Avenue  
Miami, FL 33131

(COW.AVIATION)002

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

Pursuant to the Delaware General Corporation Law (the "DGCL"), the first paragraph of Article IV of the Certificate of Incorporation of Aviation Sales Company, a Delaware corporation, hereinafter referred to as the "Corporation", is amended to read as follows:

**ARTICLE IV.  
CAPITAL STOCK**

The total number of shares of capital stock which the Corporation shall have the authority to issue is 51,000,000 of which (i) 50,000,000 shares shall be Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) 1,000,000 shares shall be Preferred Stock, par value \$0.01 per share (the "Preferred Stock").


\*\*\*

All subsequent paragraphs and provisions of Article IV shall remain unchanged and unamended.

The undersigned sole Incorporator hereby certifies that no payment has been received for any of the stock of the Corporation. The foregoing Amendment to the Certificate of Incorporation of the Corporation was proposed and approved by the Corporation's sole Incorporator pursuant to Section 241 of the DGCL.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has acknowledged and executed this Amendment this 8th day of April, 1996, and hereby approves its filing and recording in accordance with Section 103 of the DGCL.

Aviation Sales Company

  
\_\_\_\_\_  
Barry E. Steiner, Incorporator

**AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
AVIATION SALES COMPANY,  
a Delaware corporation**

Pursuant to the Delaware General Corporation Law (the "DGCL"), the first paragraph of Article IV of the Certificate of Incorporation of Aviation Sales Company, a Delaware corporation, hereinafter referred to as the "Corporation", is amended to read as follows:

**ARTICLE IV,  
CAPITAL STOCK**

The total number of shares of capital stock which the Corporation shall have the authority to issue is 31,000,000 of which (i) 30,000,000 shares shall be Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) 1,000,000 shares shall be Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

\*\*\*

All subsequent paragraphs and provisions of Article IV shall remain unchanged and unamended.

\*\*\*

Further, pursuant to the DGCL, the following paragraphs shall be added to Article IV of the Certificate of Incorporation of the Corporation:

**C. Rights**

The Board of Directors is expressly authorized to create and issue rights (the "Rights") entitling the holders thereof to purchase from the Corporation shares of capital stock or other securities. The times at which and the terms upon which the Rights are to be issued will be determined by the Board of Directors and set forth in the contracts or instruments that evidence the Rights. The authority of the Board of Directors with respect to the Rights shall include, but not be limited to, determination of the following:

- (a) The initial purchase price per share of the capital stock or other securities of the Corporation to be purchased upon exercise of the Rights;
- (b) Provisions relating to the times at which and the circumstances under

which the Rights may be exercised or sold or otherwise transferred, either together with or separately from, any other securities of the Corporation;

(c) Provisions that adjust the number or exercise price of the Rights or amount or nature of the securities or other property receivable upon exercise of the Rights in the event of a combination, split or recapitalization of any capital stock of the Corporation, a change in ownership of the Corporation's securities or a reorganization, merger, consolidation, sale of assets or other occurrence relating to the Corporation or any capital stock of the Corporation, and provisions restricting the ability of the corporation to enter into any such transaction absent an assumption by the other party or parties thereto of the obligations of the Corporation under such Rights;

(d) Provisions that deny the holder of a specified percentage of the outstanding securities of the corporation the right to exercise the Rights and/or cause the Rights held by such holder to become void;

(e) Provisions that permit the Corporation to redeem the Rights; and

(f) The appointment of a Rights Agent with respect to the Rights;

and such other provisions relating to the Rights as may be determined by the Board of Directors.

\*\*\*

Further, pursuant to the DGCL, the following shall be added as Article X of the Certificate of Incorporation of the Corporation:

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

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

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The undersigned sole Incorporator hereby certifies that no payment has been received for any of the stock of the corporation. The foregoing Amendment to the Certificate of Incorporation of the Corporation was proposed and approved by the Corporation's sole Incorporator pursuant to Section 241 of the DGCL.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has acknowledged and executed this Amendment this 13 day of June, 1996, and hereby approves its filing and recording in accordance with Section 103 of the DGCL.

Aviation Sales Company



\_\_\_\_\_  
Barry F. Steiner, Incorporator



**CERTIFICATE OF CHANGE OF REGISTERED AGENT****AND****REGISTERED OFFICE**

\*\*\*\*\*

Aviation Sales Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

The present registered agent of the corporation is Corporation Service Company and the present registered office of the corporation is in the county of 2711 Centerville Road, Suite 400, Wilmington, DE 19808.

The Board of Directors of Aviation Sales Company adopted the following resolution on the 23 day of October, 2001.

Resolved, that the registered office of Aviation Sales Company in the state of Delaware be and it hereby is changed to Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, and the authorization of the present registered agent of this corporation be and the same is hereby withdrawn, and THE CORPORATION TRUST COMPANY, shall be and is hereby constituted and appointed the registered agent of this corporation at the address of its registered office.

IN WITNESS WHEREOF, has Aviation Sales Company caused this statement to be signed

by Michael C. Brant, its VP - CFO, this 23 day of Oct, 2001.



Name: Michael C. Brant

Title: VP/CFO

(DEL. - 264 - 6/15/94)  
CT System

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 11/02/2001  
010555957 - 2608756

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

Pursuant to the Delaware General Corporation Law (the "DGCL"), Article I of the Certificate of Incorporation of AVIATION SALES COMPANY, a Delaware corporation, hereafter referred to as the "Corporation," is amended in its entirety to read as follows:

**Article I.**

The name of the Corporation is TIMCO Aviation Services, Inc.

\* \* \*

Further, pursuant to the DGCL, the first paragraph of Article IV of the Certificate of Incorporation of the Corporation is amended in its entirety to read as follows:

**Article IV.**

The total number of shares of capital stock which the Corporation shall have the authority to issue is 501,000,000 shares, of which (i) 500,000,000 shares shall be Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) 1,000,000 shares shall be Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

\* \* \*

All subsequent paragraphs and provisions of Article IV shall remain unchanged and unamended.

\* \* \*

Further, pursuant to the DGCL, the following paragraph shall be added to Article IV of the Certificate of Incorporation of the Corporation:

Simultaneously with the effective date of the filing of this Amendment to the Certificate of Incorporation (the "Effective Date"), each ten (10) shares of old Common Stock (and each option, warrant and all other securities convertible into shares of old Common Stock, that represent the right to acquire ten (10) shares of old Common Stock) of the Corporation issued and outstanding or held as treasury shares immediately prior to the Effective Date (the "Old Common Stock") shall automatically be reclassified and continued (the "Reverse Split"), without any action on the part of the holder thereof, as one (1) share of new Common Stock (or as an option, warrant or other security convertible into shares of new Common Stock, into the right to acquire (1) share of new Common Stock, as the case may be). The Corporation shall not issue fractional shares on account of the Reverse Split. Holders of Old Common Stock who would otherwise be entitled to a fraction of a share on account of the Reverse Split shall receive, upon surrender of the stock certificates formerly representing shares of the Old Common Stock, in lieu

{FT132594:1}

of such fractional share, an amount in cash (the "Cash-in-Lieu Amount") equal to the product of (i) the fractional share which a holder would otherwise be entitled to, multiplied by (ii) the average of the closing price per share of the Old Common Stock on the five trading days immediately prior to the Effective Date as officially reported on the OTC Bulletin Board. No interest shall be payable on the Cash-in-Lieu Amount.

\* \* \*

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 adopted and approved at a Board of Directors Meeting held on August 14, 2001 and approved by a majority of the stockholders of the Corporation on February 19, 2002, pursuant to Section 242 of the DGCL. The number of votes cast in favor of the foregoing amendments by the stockholders 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 February 27, 2002.

**AVIATION SALES COMPANY**

/s/ Gil West  
Gil West, President

{FT132594;1}