

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AVIONICS EXPRESS INC.**

Pursuant to the provisions of Sections 10-2B-10.03 and 10-2B-10.06 of the *Code of Alabama* (1975), as amended, Avionics Express Inc., an Alabama corporation (the "Corporation"), does hereby execute these Articles of Amendment to its Articles of Incorporation (the "Amendment"):

FIRST: The name of the Corporation is Avionics Express Inc.

SECOND: The text of Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following shall be substituted in lieu thereof:

**ARTICLE IV  
AUTHORIZED CAPITAL SHARES**

The total number of shares of stock which the Corporation shall have authority to issue is thirty thousand (30,000) shares, consisting of one class of stock comprised of twenty-five thousand (25,000) shares of voting Common Stock, par value one dollar (\$1.00) per share, and five thousand (5,000) shares of non-voting Common Stock par value one dollar (\$1.00) per share. Except for differences in voting rights among the shares of Common Stock, all shares of Common Stock confer identical economic rights in the Corporation and its assets, including, but not limited to, distributions and liquidation proceeds.

THIRD: The Board of Directors of the Corporation by written consent dated as of July 31, 2001, and attached hereto as Exhibit A, have approved the Amendment and have recommended it to the shareholders of the Corporation.

FOURTH: Upon recommendation of the Board of Directors, the shareholders of the Corporation, by written consent dated as of July 31, 2001, and attached hereto as Exhibit B, have unanimously approved the Amendment.

Inst # 2001-32097

08/02/2001-32097

11:38 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
MSB 15.00

IN WITNESS WHEREOF, the undersigned has executed and adopted these Articles of Amendment to the Corporation's Articles of Incorporation as of July 27, 2001.

By: Kenneth W. Martin  
Kenneth W. Martin  
Its President

This instrument was prepared by:  
Ross N. Cohen, Esq.  
HASKELL SLAUGHTER YOUNG & REDIKER, L.L.C.  
1300 AnnSouth/Harbert Plaza  
1901 Sixth Avenue North  
Birmingham, Alabama 35203  
324808.2

**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
AVIONICS EXPRESS INC.**

Pursuant to Section 10-2B-8.21 of the *Code of Alabama* (1975), as amended, the undersigneds, being all the Directors of Avionics Express Inc., an Alabama corporation (the "Corporation"), each do hereby (i) consent to and approve the following resolution as of the date hereof, which resolution shall have the same force and effect as if adopted by unanimous affirmative vote at a meeting of the Corporation's Board of Directors duly called and held; (ii) waive all requirements of notice; and (iii) direct that this written consent be filed with the minutes of the proceedings of the Corporation:

WHEREAS, the Corporation and Societe Air France ("Air France") have agreed to enter into a transaction whereby Air France would provide the Corporation with a credit facility in the amount of \$400,000 in order for the Corporation to pay its current accounts payable and provide working capital for the near future;

WHEREAS, the Corporation believes this transaction to be in the best interest of the Corporation and the shareholders thereof;

WHEREAS, the Corporation understands that an integral part of the transaction involving extending credit and making the loans under the credit facility provides that Air France shall take a security interest in all of Corporation's assets;

WHEREAS, in the same transaction, both parties contemplate that Air France would purchase on an undetermined date within the next two years, such time period being the term of the credit facility, a number of shares of capital stock equal to 90% of the common stock of the Corporation following such purchase, and the parties shall execute a stock option agreement to that effect;

WHEREAS, in order to effectuate Air France exercising said stock option, the Corporation must reserve an adequate amount of common stock under its Articles of Incorporation; and

WHEREAS, the Corporation's current Articles of Incorporation do not provide an adequate amount of authorized shares of common stock to be issued to Air France pursuant to the terms of the transaction, and thus, the number of authorized shares must be increased.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation does hereby authorize and approve the execution of a Credit and Security Agreement, attached hereto as Exhibit A, with Air France in the amount of \$400,000 for a term of two years;

BE IT FURTHER RESOLVED, that the Corporation does hereby authorize and approve the execution a Convertible Line of Credit Note, attached hereto as Exhibit B, in favor of Air France corresponding to the terms and provisions of the Credit and Security Agreement;

BE IT FURTHER RESOLVED, that the Corporation does hereby authorize and approve the execution of a Stock Option Agreement, attached hereto as Exhibit C, to allow Air France to purchase a 90% position in the voting common stock of the Corporation; and

BE IT FURTHER RESOLVED, that the following amendment to the Articles of Incorporation of the Corporation to increase the number of authorized shares of capital stock to effectuate the transaction with Air France is hereby adopted and approved and recommended to the shareholders of the Corporation for ratification and approval:

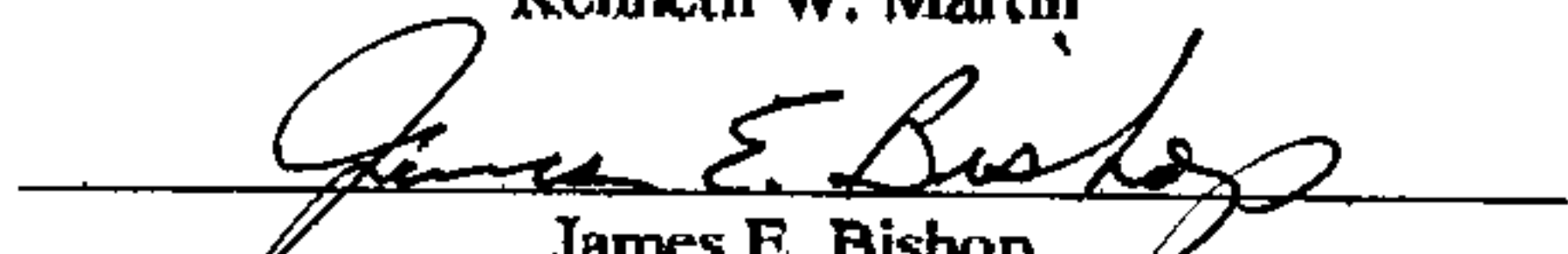
The text of Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following shall be substituted in lieu thereof:

#### **ARTICLE IV AUTHORIZED CAPITAL SHARES**

The total number of shares of stock which the Corporation shall have authority to issue is thirty thousand (30,000) shares, consisting of one class of stock comprised of twenty-five thousand (25,000) shares of voting Common Stock, par value one dollar (\$1.00) per share, and five thousand (5,000) shares of non-voting Common Stock par value one dollar (\$1.00) per share. Except for differences in voting rights among the shares of Common Stock, all shares of Common Stock confer identical economic rights in the Corporation and its assets, including, but not limited to, distributions and liquidation proceeds.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of this 31<sup>st</sup> day of July, 2001.

  
Kenneth W. Martin

  
James E. Bishop

  
Douglass Stockham IV

**UNANIMOUS WRITTEN CONSENT IN LIEU OF  
SPECIAL MEETING OF THE SHAREHOLDERS  
OF  
AVIONICS EXPRESS INC.**

Pursuant to Section 10-2B-7.04 of the *Code of Alabama* (1975), as amended, the undersigneds, being all the shareholders of Avionics Express Inc., an Alabama corporation (the "Corporation"), each do hereby (i) consent to, approve and adopt the following resolution as of the date hereof, which resolution shall have the same effect as if adopted by unanimous affirmative vote at a meeting of the Corporation's shareholders duly called and held; (ii) waive all requirements of notice; and (iii) direct that this written consent be filed with the minutes of the proceedings of the Corporation:

WHEREAS, the Board of Directors of the Corporation has approved the Credit and Security Agreement, Convertible Line of Credit Note, and Stock Option Agreement, each dated as of July 31, 2001, and each by and between the Corporation and Societe Air France ("Air France"); and

WHEREAS, the Board of Directors of the Corporation has approved and recommended to the shareholders an amendment to the Articles of Incorporation of the Corporation in order to effectuate Air France exercising said stock option.

NOW, THEREFORE, BE IT RESOLVED, that the shareholders do hereby consent to and adopt the resolutions of the Board of Directors of the Corporation as of July \_\_, 2001, attached hereto as Exhibit A, approving the execution of the Credit and Security Agreement, Convertible Line of Credit Note and Stock Option Agreement; and

BE IT FURTHER RESOLVED, that the shareholders do hereby consent to, adopt and ratify the Articles of Amendment to the Articles of Incorporation of the Corporation, attached hereto as Exhibit B, as adopted and recommended by the Board of Directors of the Corporation as of July 31 2001.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of this 31<sup>st</sup>  
day of July, 2001.

  
Kenneth W. Martin

  
James E. Bishop


  
Douglass Stockham IV


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Billy G. Dockery

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Willie Roper

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Joseph F. Gallivan

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Edmund P. Blackwell, Sr.

Ronnie B. Davidson  
  
Edgar R. Payne

  
ROBERT A. BLACKWELL

324814.2

IN WITNESS WHEREOF, the undersigned have executed this written consent as of this 31<sup>st</sup>  
day of July, 2001.

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Douglass Stockham IV

  
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Douglass Stockham IV

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*Ronnie B. Davidson*

Ronnie B. Davidson

Edgar R. Payne

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Inst # 2001-32097

08/02/2001-32097  
2:14:38 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
011 MSB 15.00

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