

RESTATED CERTIFICATE OF INCORPORATION

OF

BE AVIONICS, INC.

BE Avionics, Inc., a corporation organized and existing under the laws of the State of Delaware hereby certifies as follows:

The date of the filing of this Corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was July 10, 1987 under the name BEI Acquisition, Inc. This Corporation filed amendments to its Certificate of Incorporation on July 31, 1987 and July 25, 1989 and a Restated Certificate of Incorporation on August 1, 1989. This Restated Certificate of Incorporation restates and further amends the Restated Certificate of Incorporation of this Corporation, pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, to read as herein set forth in full.

1. **NAME.** The name of this Corporation is BE AVIONICS, INC.
2. **REGISTERED AGENT.** The registered office of this Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. **PURPOSE.** The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. **CAPITAL STOCK, ETC.** The total number of shares of all classes of capital stock that this Corporation shall have authority to issue is 21,000,000, consisting of 20,000,000 shares of Common Stock, \$0.01 par value per share, and 1,000,000 shares of Preferred Stock, \$0.01 par value per share. Subject to the limitations prescribed by law and the provisions of this Restated Certificate of Incorporation, and except with respect to the Series A Convertible Preferred Stock (the "Series A Stock") which is described below, the board of directors of this Corporation is authorized to issue the Preferred Stock from time to time in one or more series, each of such series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, as shall be determined by the board of directors in a resolution or resolutions providing for the issuance of such Preferred Stock. Subject to the powers, preferences and rights of any Preferred Stock, including any

series thereof, having any preference or priority over, or rights superior to, the Common Stock and except as otherwise provided by law, the holders of the Common Stock shall have and possess all powers and voting and other rights pertaining to the stock of this Corporation and each share of Common Stock shall be entitled to one vote.

Except as provided to the contrary in the provisions establishing a class or series of stock, the amount of the authorized stock of this Corporation, or any class or series thereof, may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this Corporation entitled to vote.

The rights, preferences, privileges and restrictions of the Series A Stock and of the holders thereof shall be as follows:

A. Preference on Liquidation.

1. Preference Price. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series A Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment shall be made in respect of the Common Stock, an amount equal to \$1.00 per share (the "Preference Price"). After distribution of the Preference Price, any remaining assets of the Corporation shall be distributed, subject to any preferential rights of Preferred Stock junior to the Series A Stock, pro rata among the holders of the Common Stock and the holders of the Series A Stock based on the number of shares of Common Stock as of the date of such distribution into which pursuant to paragraph (c) the Series A Stock would be convertible.

2. Certain Transactions. The sale, transfer or lease of all or substantially all of the assets of the Corporation or a merger, reorganization or consolidation of the Corporation with or into another entity, other than a wholly owned subsidiary, or a sale or other transfer of a majority of the outstanding Common Stock of the Corporation in a transaction or series of related transactions, shall, at the option of at least 65% of the outstanding Series A Stock be deemed to be a liquidation, dissolution or winding up of the Corporation as those terms are used in this paragraph (a).

3. Partial Payment. If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the full preferential amounts required

to be paid to the holders of Series A Stock and the holders of any other Preferred Stock on a parity therewith as to liquidation preferences, then the entire assets of the Corporation legally available to be distributed shall be distributed ratably among the holders of Series A Stock and such other holders according to the respective preferential amounts to which such holders would otherwise be entitled.

4. Consent to Certain Distributions. Each holder of Series A Stock shall, by virtue of its acceptance of a stock certificate evidencing such shares, be treated as having consented, to distributions made by the Corporation for the repurchase of shares of Common Stock from directors or employees of or consultants or advisers to the Corporation or any subsidiary upon the termination of employment by or service to the Corporation or any subsidiary or otherwise if such repurchase is made in accordance with the repurchase agreements referred to in subparagraph (f)(1) and such repurchases are not prohibited by such subparagraph.

5. Value of Distributed Assets. The value of assets to be distributed in a liquidation shall be determined by the Board in good faith.

B. Voting Rights.

1. Voting for Directors. The holders of the Series A Stock, voting as a separate class, shall elect two directors. The holders of Common Stock, voting separately as a class, shall elect all the remaining directors. In the case of any vacancy in the office of a director elected by a specific group of shareholders, a successor shall be elected to hold office for the unexpired term of such director by the affirmative vote of a majority of the shares of such specified group given at a special meeting of such shareholders duly called or by an action by written consent for that purpose. Subject to Section 141 of the Delaware General Corporation Law, any director who shall have been elected by a specified group of shareholders may be removed during the aforesaid term of office, either for or without cause, by, and only by, the affirmative vote of the holders of a majority of the shares of such specified group, given at a special meeting of such shareholders duly called or by an action by written consent for that purpose and any such vacancy thereby created may be filled by the vote of the holders of a majority of the shares of such specified group represented at such meeting or in such consent.

2. Voting other than for Directors. In addition to the voting rights set forth in paragraph (b)(1) herein, the holders of the Series A Stock shall have the voting rights

set forth in paragraph (f) herein and as otherwise provided by the General Corporation Law of the State of Delaware.

C. Conversion of Series A Stock.

The holders of Series A Stock shall have the following conversion rights:

1. Right to Convert. Each share of Series A Stock shall be convertible, at any time or from time to time at the option of the holder thereof, into fully paid and nonassessable shares of Common Stock.

2. Conversion Price. The Series A Stock shall be convertible into the number of shares of Common Stock which results from dividing the Conversion Price per share in effect at the time of conversion into \$1.00 for each share of Series A Stock being converted. The initial Conversion Price per share of the Series A Stock shall be \$.01. Such Conversion Prices shall be subject to adjustment from time to time as provided below.

3. Mechanics of Conversion. Each holder of Series A Stock who desires to convert the same into shares of Common Stock shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Stock or Common Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state therein the number of shares of Series A Stock being converted. Thereupon the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and shall promptly pay in cash or, if the holder so elects or if the Corporation is legally or financially unable to pay such dividends in cash, Common Stock (in an amount determined by dividing such accrued dividends by the then Conversion Price at the time of surrender), all declared or accrued but unpaid dividends on the shares of Series A Stock being converted. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the certificate representing the shares of Series A Stock to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

4. Adjustment for Stock Splits and Combinations. If the Corporation at any time or from time to time after the date of initial issuance of shares of Series A Stock (the "Issuance Date") effects a subdivision of the outstanding

Common Stock, the Conversion Price for the Series A Stock then in effect immediately before that subdivision shall be proportionately decreased, and conversely, if the Corporation at any time or from time to time after the Issuance Date combines the outstanding shares of Common Stock into a smaller number of shares, the Conversion Price for the Series A Stock then in effect immediately before the combination shall be proportionately increased. Any adjustment under this subparagraph (4) shall become effective at the close of business on the date the subdivision or combination becomes effective.

5. Adjustment for Certain Dividends and Distributions.
If the Corporation at any time or from time to time after the Issuance Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the Conversion Price for the Series A Stock then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Conversion Price for the Series A Stock then in effect by a fraction (1) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution. However, if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, (i) the Conversion Price for the Series A Stock shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price for the Series A Stock shall be adjusted pursuant to this subparagraph (5) as of the time of actual payment of such dividends or distributions and (ii) any shares of Common Stock issued upon the exercise of conversion rights pursuant to this paragraph (c) after the record date but prior to such recomputation of the Conversion Price for the Series A Stock in excess of the number of shares which would be issuable pursuant to the recomputed Conversion Price for the Series A Stock shall be returned to the Corporation within 15 days of request therefor by the Corporation.

6. Adjustments for Other Dividends and Distributions.
In the event the Corporation at any time or from time to time after the Issuance Date makes, or fixes a record date for the determination of holders of Common Stock entitled to

receive a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock or rights or options for the purchase of, or other securities convertible into, Common Stock, then and in each such event provision shall be made so that the holders of Series A Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation which they would have received had their Series A Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this paragraph (c) with respect to the rights of the holders of the Series A Stock.

7. Adjustment for Reclassification, Exchange and Substitution. In the event that at any time or from time to time after the Issuance Date, the Common Stock issuable upon the conversion of the Series A Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets, provided for elsewhere in this paragraph (c)), then and in any such event each holder of Series A Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change, by holders of the maximum number of shares of Common Stock into which such shares of Series A Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein.

8. Reorganizations, Mergers, Consolidations or Sales of Assets. If at any time or from time to time after the Issuance Date there is a capital reorganization, merger or consolidation of the Common Stock (other than a recapitalization, subdivision, combination, reclassification or exchange of shares provided for elsewhere in this paragraph (c)) or the sale of all or substantially all of the Corporation's properties and assets to any other person, then, as a part of such reorganization, merger, consolidation or sale, provision shall be made so that the holders of the Series A Stock shall thereafter be entitled to receive upon conversion of the Series A Stock the number of shares of stock or other securities or property of the Corporation, or of the successor corporation resulting from such merger or consolidation or sale, to which a holder of the number of shares of Common Stock deliverable upon

conversion would have been entitled on such capital reorganization, merger, consolidation or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this paragraph (c) with respect to the rights of the holders of the Series A Stock after the reorganization, merger, consolidation, or sale to the end that the provisions of this paragraph (c) (including adjustment of the Conversion Price of the Series A Stock then in effect and the number of shares purchasable upon conversion of the Series A Stock) shall be applicable after that event and be as nearly equivalent as may be practicable.

9. Sale of Additional Employee Shares. If at any time or from time to time after the Issuance Date the Corporation issues to employees or directors any Common Stock or other equity securities or options to acquire the same in excess of 58,258 shares of Common Stock or other equity securities, or options exercisable into such number of shares of Common Stock or other equity securities, in the aggregate, such issuance shall be deemed to be a dividend pursuant to subparagraph (c)(5).

10. Notices of Record Date. In the event of (A) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (B) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any transfer of all or substantially all of the assets of the Corporation to any other person or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Series A Stock at least 20 days prior to the record date specified therein, a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (ii) the date on which any such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (iii) the date, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up.

11. Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Series A Stock. In

lieu of any fractional share to which the holder would otherwise be entitled, the Corporation shall pay cash equal to the product of such fraction multiplied by the fair market value of one share of the Corporation's Common Stock on the date of conversion, as determined in good faith by the Board.

12. Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes.

13. Notices. Any notice required by the provisions of this paragraph (c) to be given to the holder of shares of the Series A Stock shall be deemed given upon personal delivery, on the day after transmittal to an overnight courier service or three (3) business days after deposit in the United States mail, by certified or registered mail, return receipt requested, postage prepaid, and addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

14. Payment of Taxes. The Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series A Stock, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series A Stock so converted were registered.

15. No Dilution or Impairment. The Corporation shall not amend its Certificate of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, and will at all times in good faith assist in carrying out all such action as may be reasonably necessary

or appropriate in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion of the holders of the Series A Stock against dilution (as contemplated herein) or other impairment.

16. Calculations. All calculations under this paragraph (c) shall be made to the nearest \$.00001. No adjustment in the Conversion Price need be made if such adjustment would result in a change in the Conversion Price of less than \$.00001. Any adjustment of less than \$.00001 which is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$.00001 or more in the Conversion Price of the Series A Stock.

17. Adjustments of Conversion Price of Series A Stock Due to Failure of Repayment of Notes, Merger, Sale or Consolidation or Public Offering. If by July 31, 1992 (i) those certain senior subordinated promissory notes of the Corporation bearing interest at 15% and due on July 31, 1996 ("Notes") have not been paid in full and (ii) if the Series A Stock is still outstanding on July 31, 1992, the Conversion Price of the Series A Stock shall be reduced to a number equal to \$.00888889 multiplied by a fraction, the numerator of which is the Conversion Price in effect as of such date and the denominator of which is \$0.01, subject to adjustment from time to time as otherwise provided for in this paragraph (c). In the event of a (i) public sale of the Corporation's equity securities pursuant to an effective registration statement which results in an aggregate price to the public of \$12,500,000, (ii) a sale of all or substantially all of the assets of the Corporation, (iii) a merger, reorganization, or consolidation into or with another entity other than a merger with or into a wholly owned subsidiary of the Corporation, (iv) transfer of a majority of the outstanding voting securities of the Corporation in a transaction or series of related transactions, or (v) the exercise of the repurchase right set forth in Section 8.16(a) of that certain Securities Purchase Agreement dated August 1, 1989 (the "Securities Purchase Agreement") by and among the Corporation, Capital Resource Lenders L.P., a Delaware limited partnership, Chemical Equity Associates, a California Limited Partnership ("CEA"), and Chemical Venture Capital Associates, a California Limited Partnership ("CVCA") ("Valuation Event"), the value of the Common Stock of the Corporation shall be determined. Such value shall be the greater of the per share price of Common Stock on any date herein specified determined by the highest of (a) the fair market value of a freely tradeable security determined by the last reported sale price of such security on or before the relevant date

on the exchange or NASDAQ National Market System where it is primarily traded, or if not primarily traded there, the closing bid price on the relevant date as reported by NASDAQ (the "Public Market Value"); (b) the consideration to be paid for the Corporation as a "going concern" in the event of a capital reorganization, merger or consolidation of the Common Stock, or the sale of all or substantially all of the Corporation's properties and assets to any person but only in the event that such transaction is consummated (the "Merger Value") or (c) in the event that no Public Market Value or Merger Value is ascertainable, or that the Public Market Value or the Merger Value does not apply, or if the Corporation and the holder cannot otherwise mutually agree on such values, the holders of at least 65% of the Series A Stock shall at their option request an appraisal by an investment banking firm selected by the Corporation and reasonably acceptable to such holders to estimate such values (the cost of such appraisal to be borne by the Corporation). The value of the Common Stock to be determined pursuant to this paragraph (c)(17) shall be binding on the parties to the Purchase Agreement and shall not be discounted or influenced in any way by the lack of liquidity or restrictions on tradeability of the Common Stock, if any, and for purposes of this paragraph (c)(17) such value shall be so determined on the assumption the Common Stock is fully liquid and freely tradeable.

For purposes of this paragraph (c)(17), the holders of the Series A Stock shall be deemed to be the holders of the Notes (which includes the Note issued to CEA) from the date of issuance of the Notes and deemed to have paid to the Company the initial principal amount of such Notes. The compound internal rate of return to such holders shall then be calculated from date of issuance of the Notes through the Valuation Event based on payments of principal and interest made on the Notes and assuming for purposes of such computation that the value of the Common Stock issued on conversion of the Series A Stock as determined in this Section and the unpaid principal and interest on the Notes are received as of the Valuation Event. If such computation results in a compound internal rate of return of less than 30%, as computed from August 1, 1989 through the Valuation Date (if such Valuation Date occurs on or before July 31, 1992) or 27%, as computed from August 1, 1989 through the earlier of the Valuation Date of July 31, 1996 (if the Valuation Date occurs after July 31, 1992), then the Conversion Price of the Series A Stock shall be reduced to that number which will result in such additional shares of Common Stock on conversion of the Series A Stock that the computation of a compound internal rate of return would be 30% or 27% respectively; provided that no reduction of the Conversion Price would result in a conversion price less

than a number equal to 5.00666667 multiplied by a fraction, the numerator of which is the Conversion Price in effect as of such date and the denominator of which is \$0.01, subject to adjustment from time to time as otherwise provided for in this paragraph (c).

18. Automatic Conversion Upon Initial Public Offering.

(i) Simultaneously with the closing of an underwritten public offering on a firm commitment basis pursuant to an effective registration statement under the Securities Act of 1933, as amended, in which at least 50% of the shares of Common Stock into which the Series A Stock is at the time convertible are sold for the account of the holders thereof, all outstanding shares of Series A Stock shall be converted automatically as of the closing of such underwritten public offering into the number of shares of Common Stock into which the Series A Stock is at the time convertible pursuant to this paragraph C as of the closing of such underwritten public offering without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent for the Common Stock.

(ii) Upon the occurrence of a conversion of the Series A Stock pursuant to the preceding paragraph (i), the holders of the Series A Stock shall, upon notice from the Corporation, surrender the certificates representing such shares at the office of the Corporation or of its transfer agent in due form for transfer and with all signatures guaranteed by a commercial bank, trust company or member firm of the Boston, New York or Midwest Stock Exchange. Thereupon, there shall be issued and delivered to such holder and to any assignee of such holder a certificate or certificates for the aggregate number of shares of Common Stock into which the shares of the Series A Stock surrendered were convertible on the date on which such conversion occurred. The Corporation shall not be obligated to issue such certificates to any holder unless such holder's certificates evidencing the shares of the Series A Stock which have been converted are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith.

D. Reversion of Acquired or Converted Shares. All shares of Series A Stock which shall have been redeemed, purchased or otherwise acquired by the Company or converted into shares of Common Stock shall have the status of authorized but unissued

shares of Preferred Stock, without designation as to series until such shares are once more designated as part of a particular series pursuant to a resolution of the board of directors of the Corporation or an amendment to the Certificate of Incorporation of the Corporation.

E. Redemption. The Series A Stock shall not be subject to redemption.

F. Restrictions and Limitations.

1. Corporate Action. So long as any of the authorized shares of the Series A Stock remain outstanding, the Corporation shall not, and shall not permit any subsidiary to, without the vote or written consent by the holders of at least 65% of the outstanding shares of the Series A Stock voting as a separate series:

a. Redeem, purchase or otherwise acquire for value, any share or shares of its equity securities except shares of Series A Stock redeemed pursuant to paragraph (e) and shares issued to employees of the Corporation pursuant to agreements giving the Corporation a right or duty to repurchase such shares;

b. Authorize or issue, or obligate itself to issue, any shares of Series A Stock of any equity security (including any debt instruments convertible into equity securities) senior to or on a parity with Series A Stock as to dividend or redemption rights, liquidation preference, voting rights or otherwise;

c. Declare or pay any dividends on or declare or make any other distribution, direct or indirect, (other than a dividend payable solely in shares of Common Stock or rights or options to purchase Common Stock) on account of any of its equity securities junior to the Series A Stock or set apart any sum for any such purpose;

d. Effect any sale, lease, assignment, transfer or other conveyance out of the ordinary course of business of assets of the Corporation or any corporation more than 50% of whose outstanding voting stock is owned by the Corporation ("Subsidiary") which involves an aggregate consideration of more than 20 percent of the book value of the Corporation's consolidated assets, or any consolidation or merger involving the Corporation or any of its Subsidiaries (excluding any merger or consolidation solely among the Company and/or its wholly owned Subsidiaries and any merger in which the Corporation is the surviving entity

and the shareholders of the Corporation immediately preceding the consummation of the merger hold more than 50 percent of the voting power of the Corporation immediately following the consummation of the merger), or any recapitalization, or any dissolution, liquidation or winding up, of the Corporation, or make any agreement or become obligated to do so, unless the obligations of the Corporation under such agreement are expressly conditioned upon the approval required by this paragraph F;

e. Permit any Subsidiary of the Corporation to issue or sell, except to the Corporation or any wholly owned Subsidiary, any stock of such Subsidiary; or

f. Increase or decrease (other than by conversion) the total number of authorized shares of Series A Stock.

2. Amendment of Certificate. The Corporation shall not amend its Certificate of Incorporation or its by-laws without the approval, by vote or written consent, of the holders of at least 65% of the outstanding shares of the Series A Stock voting as a class if such amendment would change any of the rights, preferences, privileges or of limitations provided for herein for the benefit of the Series A Stock. Without limiting the generality of the previous sentence, the Corporation shall not amend its Certificate of Incorporation or its by-laws without such approval of the holders of the Series A Stock if such amendment would:

a. Change the relative seniority rights of the holders of Series A Stock as to the payment of dividends in relation to the holders of any other capital stock of the Corporation;

b. Reduce the amount payable to the holders of Series A Stock upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or change the relative seniority of the liquidation preferences of the holders of Series A Stock to the rights upon liquidation of the holders of any other capital stock of the Corporation; or

c. Amend this paragraph F.

G. Replacement of Certificates. Upon receipt of evidence reasonably satisfactory to the Corporation of the loss, theft, destruction, or mutilation of any certificate representing any of the Series A Stock, and, in the case of loss, theft, or destruction, the execution of an agreement satisfactory to the

Corporation to indemnify the Corporation from any loss incurred by it in connection therewith, the Corporation will issue a new certificate representing such Series A Stock in lieu of such lost, stolen, destroyed or mutilated certificate.

H. Number of Shares. The number of shares of Series A Stock authorized is 9,688.8.

5. ELECTION OF DIRECTORS. The election of directors need not be by ballot unless the by-laws shall so require.

6. BY-LAWS. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this Corporation, subject to the right of the stockholders entitled to vote with respect thereto to amend or repeal by-laws made by the board of directors as provided for in this Restated Certificate of Incorporation. The affirmative vote of a majority of the total number of votes of the then outstanding shares of capital stock of this Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for the adoption, amendment or repeal of by-laws by the stockholders of this Corporation.

7. DIRECTOR'S LIABILITY. A director of this Corporation shall not be liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liabilities is not permitted under the Delaware General Corporation Law as in effect at the time such liability is determined. No amendment or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

8. INDEMNIFICATION. This Corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and, upon request, advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this Corporation or while a director or officer is or was serving at the request of this Corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding

or claim; provided, however, that the foregoing shall not require this Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Article 8 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this Article 8 shall not adversely affect any right or protection of a director or officer of this Corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

9. **CORPORATE BOOKS.** The books of this Corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this Corporation.

10. **WRITTEN CONSENT OF STOCKHOLDERS.** If at any time this Corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, as amended, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
BE AVIONICS, INC.**

BE Avionics, 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 pursuant to a unanimous written consent of the Directors of BE Avionics, Inc. dated October 21, 1991, a resolution was duly adopted describing a proposed amendment of the Restated Certificate of Incorporation of said corporation, approving said amendment and directing that said amendment be considered at the next annual meeting of stockholders of said corporation as Proposal No. 2 thereat, the text of which Proposal No. 2 is attached hereto as Exhibit I. Said resolution is set forth below:

RESOLVED: That a proposal (the "Proposal") to amend this Corporation's Restated Certificate of Incorporation, which Proposal would (1) classify the Board of Directors into three classes, as nearly equal in number as possible, so that each director (after a transitional period) would serve for three years, with one class of directors being elected each year; (2) provide that directors may be removed for cause only with the approval of the holders of at least two-thirds of the voting power of this Corporation's shares entitled to vote generally in the election of directors at an annual meeting or special meeting called for such purpose; and (3) increase the stockholder vote required to alter, amend or repeal the amendments to the Restated Certificate of Incorporation contained in the Proposal to at least two-thirds of the voting power of this Corporation's shares entitled to vote generally in the election of directors at an annual meeting or special meeting called for such purpose be, and the same is, hereby approved; and that the Proposal be submitted to this Corporation's stockholders for their consideration and approval at the 1991 Annual Meeting of this Corporation.

SECOND: That at a meeting of the Board of Directors of BE Avionics, Inc. on November 25, 1991, a resolution was duly adopted stating that, if the stockholders of said corporation approved said Proposal No. 2 at said annual meeting, the officers of said corporation were authorized and empowered to take all

AMENDED BY

actions necessary to effect said amendment embodying said Proposal No. 2. Said resolution is set forth below:

RESOLVED: That, upon approval by the stockholders of this Corporation of Proposal No. 2 at the 1991 Annual Meeting of this Corporation, the officers of this Corporation at the time in office be authorized and empowered, in the name and on behalf of this Corporation, to take any and all action and to execute and deliver any and all documents, agreements, instruments or certificates, including, without limitation, (i) executing, acknowledging and filing with the Delaware Secretary of State a certificate setting forth the amendment embodying said Proposal No. 2 (the "Amendment") and certifying that said Amendment has been duly adopted in accordance with the provisions of Section 242 of the Delaware Corporation Law, and (ii) executing, acknowledging and filing with such other authorities in such other jurisdictions in which this Corporation is qualified to do business such papers as may be required by the rules of such jurisdiction in connection with said Amendment, and to do or cause to be done any and all such other acts and things as may be shown by his, her or their judgment necessary, desirable or appropriate in order to give effect to and carry out the intent of this vote, the execution and delivery of any such document, instrument or certificate, the taking of any such action, and the doing of any such thing to be conclusive evidence of the authority of the officer or officers so acting in the premises and to be conclusive evidence that the same has been approved by the Board of Directors.

THIRD: That the annual meeting of stockholders of BE Avionics, Inc. was duly called and subsequently held on December 5, 1991, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, said BE Avionics, Inc. has caused this certificate to be signed by Amin J. Khoury, its Chairman, and Cheryl Duguay, its Assistant Secretary, this 12th day of December, 1991.

BE AVIONICS, INC.

By Amin J. Khoury
Amin J. Khoury, Chairman

Attest:

By Cheryl Duguay
Cheryl Duguay
Assistant Secretary

EXHIBIT I

**Amendment to the Restated Certificate of Incorporation
Regarding Classification of the Board of Directors,
Removal of Directors and Related Matters**

11. DIRECTORS.

A. Classification of Directors. Except as otherwise provided in this Certificate of Incorporation or the By-laws of this Corporation relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect additional directors under specified circumstances, the number of directors of this Corporation shall be as fixed from time to time by or pursuant to the By-laws of this Corporation. The directors, other than those who may be elected by the holders of any class or series of Preferred Stock voting separately by class or series, shall be classified, with respect to the time for which they severally hold office, into three classes, Class I, Class II and Class III, which shall be as nearly equal in number as possible, and shall be adjusted from time to time in the manner specified in the By-laws of this Corporation to maintain such proportionality. Each initial director in Class I shall hold office for a term expiring at the 1992 annual meeting of stockholders, each initial director in Class II shall hold office initially for a term expiring at the 1993 annual meeting of stockholders, and each initial director in Class III shall hold office for a term expiring at the 1994 annual meeting of stockholders. Notwithstanding the foregoing provisions of this Section 11, each director shall serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. At each annual meeting of stockholders following the 1991 annual meeting, the successors to the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election and until their successors have been duly elected and qualified or until their earlier death, resignation or removal.

B. Removal of Directors. Except as otherwise provided pursuant to the provisions of this Certificate of Incorporation or the By-laws of this Corporation relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect directors under specified circumstances, any director or directors may be removed from office at any time, but only for cause and only by the affirmative vote, at any regular meeting or special meeting of the stockholders, of not less than two-thirds of the total number of votes of the then outstanding shares of capital stock of this Corporation entitled to vote generally in the election of

directors, voting together as a single class, but only if notice of such proposal was contained in the notice of such meeting. Any vacancy in the Board of Directors resulting from any such removal may be filled by vote of a majority of the directors then in office, although less than a quorum, and any directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until their successor shall be elected and qualified or until their earlier death, resignation or removal.

C. Amendment of this Section. Notwithstanding any other provisions of this Certificate of Incorporation or the By-laws of this Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, this Certificate of Incorporation or the By-laws of this Corporation), the affirmative vote, at any regular meeting or special meeting of the stockholders, of not less than two-thirds of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, this Section 11. Notice of any such proposed alteration or amendment shall be contained in the notice of the meeting at which it is to be considered.

D. Change of Authorized Number of Directors. In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be appointed by the Board of Directors among the three classes of directors so as to maintain such classes as nearly equal as possible. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

E. Directors Elected by Holders of Preferred Stock. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by this Corporation shall have the right, voting separately by class or 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 applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Section 11 unless expressly provided by such terms.