

New Jersey Division of Revenue

FILED

FEB 27 2018

STATE TREASURER

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

8808701000

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is:

Tel-Instrument Electronics Corp.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 17th day of January, 20 18

Resolved, that Article SIXTH A of the Certificate of Incorporation be amended to read as follows:

(see attached new Article SIXTH A.)

3. The number of shares outstanding at the time of the adoption of the amendment was: 3,855,887

The total number of shares entitled to vote thereon was: 3,855,887

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

Such number of total shares entitled to vote includes 600,000 votes of holders of Series A Convertible Preferred Stock, voting on an as-converted basis.

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting for Amendment
2,615,828

Number of Shares Voting Against Amendment
616,795

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

6. Other provisions: (Omit if not applicable).

BY: 

(Signature)

Dated this 27 day of February, 20 18

Jeffrey O'Hara
President and CEO

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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"A. The aggregate number of shares which the Corporation shall have authority to issue is 8,000,000, itemized by classes, par value of shares, and series, if any within a class as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
Common	-	6,850,000	\$.10 par value per share
Series A Common		150,000	\$.10 par value per share
Preferred	-	1,000,000	\$.10 par value per share."