

ADAM AIRCRAFT INDUSTRIES, INC.
CERTIFICATE OF SECRETARY

The undersigned, as Acting Secretary of Adam Aircraft Industries, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify that the Board of Directors of the Company, at a duly convened meeting at which a quorum was present and acting throughout, adopted the following resolutions on February 11, 2008, and that said resolutions have not been modified or rescinded, and are still in full force and effect:

RESOLVED, that in the judgment of this Board of Directors, in the absence of additional funding for the Company to continue operations, it is desirable and in the best interest of the Company, its creditors, shareholders and other interested parties, that a petition be filed by the Company under the provisions of Chapter 7, Title 11, United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, Christopher M. Naro, the CFO of the Company, shall contact Mark Duedall at Houlihan Lokey Howard & Lukin, Stephen Wertheimer at W Capital Partners and John Wolf, to confirm whether any additional funding has been made available as referred to above and, in the absence of such additional funding, is hereby authorized in the name and on behalf of the Company to execute and verify a petition, under Chapter 7 of the Bankruptcy Code, and to cause the same to be filed (along with all other necessary documents and pleadings) with a United States Bankruptcy Court having appropriate jurisdiction; and it is further

RESOLVED, that subject to the confirmation of the lack of any


additional funding as referred to above on or before February 13, 2008, Christopher M. Naro, the CFO of the Company, hereby is authorized in the name and on behalf of the Company, in connection with the Chapter 7 case concerning the Company commenced as a consequence of the filing of such Chapter 7 petition, to execute and file all petitions, schedules, lists and other pleadings and papers and to take any and all action which may be deemed necessary and proper by such officers, the filing of such petitions, schedules, lists and other pleadings and papers and the taking of any such action to constitute conclusive evidence that the filing of such petitions, schedules, lists and other pleadings and papers or the taking of such action was necessary and proper, and, in connection with such case, that the Company be authorized to retain and employ such professionals as the Company deems necessary and appropriate, the retention of such professionals by the Company to constitute conclusive evidence that such retention was necessary and appropriate; and it is further

RESOLVED, that the termination of all the employees of the Company (other than Christopher M. Naro and certain limited payroll and IT personnel designated by Mr. Naro) as of the date hereof is hereby ratified and approved; and it is further

RESOLVED that Christopher M. Naro and the payroll and IT personnel designed by him shall be deemed terminated effective as of the moment immediately prior to the filing of the Chapter 7 petition referred to above; and it is further

RESOLVED, that the resignation of John D. Wolf as Chairman and CEO effective as of the date hereof is hereby accepted.

IN WITNESS WHEREOF, I have executed this Certificate this 12th day of February, 2008.



Christopher M. Naro, Acting Secretary